

m-99000000757

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800002879708--4

-05/19/99--01033--006

****250.00 ****250.00

800002879708--4

-05/19/99--01033--007

*****35.00 *****35.00

800002879708--4

-05/19/99--01033--008

*****8.75 *****8.75

SUNSHINE MILLS / MUF, L.L.C.

☐ Profit

☐ NonProfit

☒ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

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☒ Walk In

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TO

JEFFREY D. BUTTERFIELD

5/19/99
TALLAHASSEE, FLORIDA
STATE

61 MAY 19 1999

CR2E031

CR2E031 (1-89)

5 pages

m-99000000757

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Sunrise Mills/MLP, L.L.C.
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Delaware 3. in process
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 13, 1999 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. date of admission
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 1300 Wilson Blvd. #400, Arlington, Virginia 22209

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TALLAHASSEE FLORIDA

(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
The Mills Limited Partnership	(Manager/Member)	1300 Wilson Blvd. #400, Arlington, VA	22209
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Sunrise Mills/MLP, L.L.C.

_____ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is _____
- 3) if any, the agreed value of property other than cash contributed by member(s) _____
(A description of the property is attached and made a part hereto.)
and _____
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 100.00
(This total includes amounts from 2 and 3 above.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

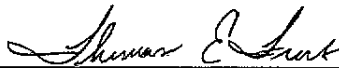
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100.00

0.00

\$ 100.00



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Thomas E. Frost, Executive Vice President of The Mills
Corporation, the General Partner of The Mills Limited Partnership,
the Manager of Sunrise Mills/MLP, L.L.C.

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Sunrise Mills/MLP, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

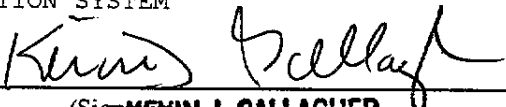
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM



(Signature) **KEVIN J. GALLAGHER**

ASSISTANT VICE PRESIDENT

Filing Fee: \$ 35 for Designation of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNRISE MILLS/MLP, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MAY, A.D. 1999.

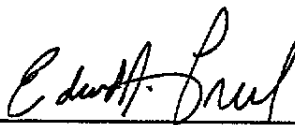
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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MAY 19 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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991194565


Edward J. Freel, Secretary of State

9747374

AUTHENTICATION:

DATE:

05-17-99