

M99000002007



ACCOUNT NO. : 072100000032

REFERENCE : 511650 131022B

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 125.00

ORDER DATE : December 10, 1999

ORDER TIME : 11:02 AM

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ORDER NO. : 511650-005

CUSTOMER NO: 131022B

CUSTOMER: Roxanne Brotherton, Legal Asst
Charles E. Smith Companies
2345 Crystal Drive
Tenth Floor
Arlington, VA 22202

FOREIGN FILINGS

NAME: SMITH PROPERTY HOLDINGS
AVENTURA A, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

FILED
99 DEC 16 AM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
12/16
RECEIVED
99 DEC 16 AM 11:30
DEPARTMENT OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

**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. Smith Property Holdings Aventura A L.L.C.
(Name of foreign limited liability company)
2. State of Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 54-1713223
(FEI number, if applicable)
4. December 6, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2345 Crystal Drive, Tenth Floor
Arlington, Virginia 22202
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐
9. The usual business addresses of the managing members or managers are as follows:

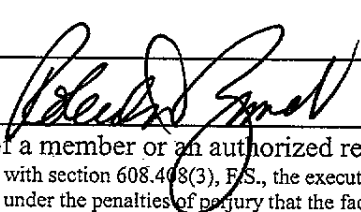
Charles E. Smith Residential Realty L.P., Member

2345 Crystal Drive, Tenth floor

Arlington, Virginia 22202

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: To own and or manage real
property in Florida.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

By: Charles E. Smith Residential Realty L.P., Member

Typed or printed name of signee
By: Charles E. Smith Residential Realty, Inc., General
Partner of Member

By: Robert D. Zimet, Senior Vice President
of General Partner

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99 DEC 16 AM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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:

Smith Property Holdings Aventura A L.L.C.

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

Corporation Service Company
(Name)

1201 Hays Street

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

Tallahassee FL 32301

City/State/Zip

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TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, F.S..

Laura R. Duff
(Signature)

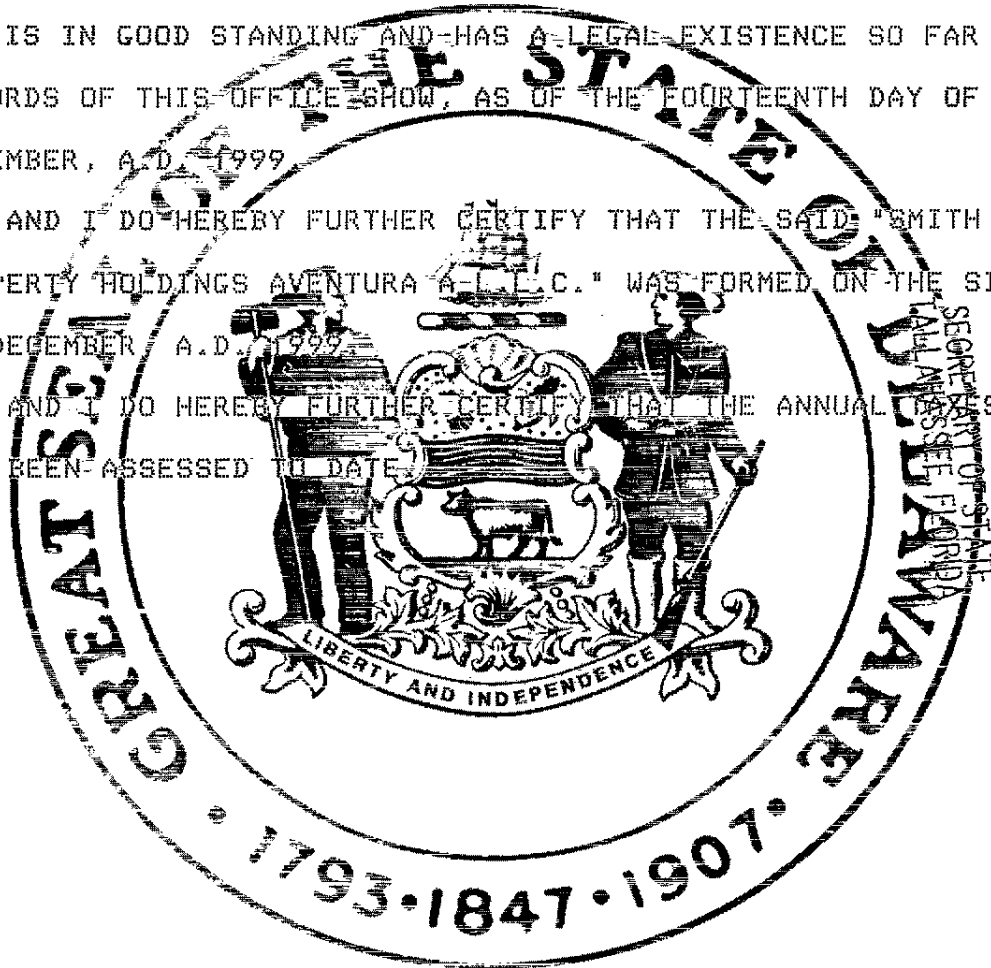
\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMITH PROPERTY HOLDINGS AVENTURA A 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 FOURTEENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SMITH PROPERTY HOLDINGS AVENTURA A L.L.C." WAS FORMED ON THE SIXTH DAY OF DECEMBER, A.D. 1999.

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



FILED
99 DEC 16 AM 12:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0137480

DATE: 12-14-99