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& WILLIAMS** PLC
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DONALD D. LONG
MICHAEL E. DERDEYN

June 5, 2008

**EXPEDITED SERVICE REQUEST
VIA UPS OVERNIGHT DELIVERY**

The Honorable Joel H. Peck, Clerk
Virginia State Corporation Commission
Tyler Building
1300 East Main Street
Richmond, VA 23219-3630

JPW
080606 0641-200

RE: MALL SUNSET, LLC

Dear Mr. Peck:

Enclosed herewith are Articles of Organization for the referenced new limited liability company, an expedited service request form, along with our firm's check in the amount of \$200.00 payable to the Clerk of the State Corporation Commission.

Kindly admit the Articles to record as soon as possible and forward your certificate evidencing recordation to the undersigned.

Thank you in advance for your assistance in connection with this matter.

Very truly yours,

J. Page Williams
J. Page Williams

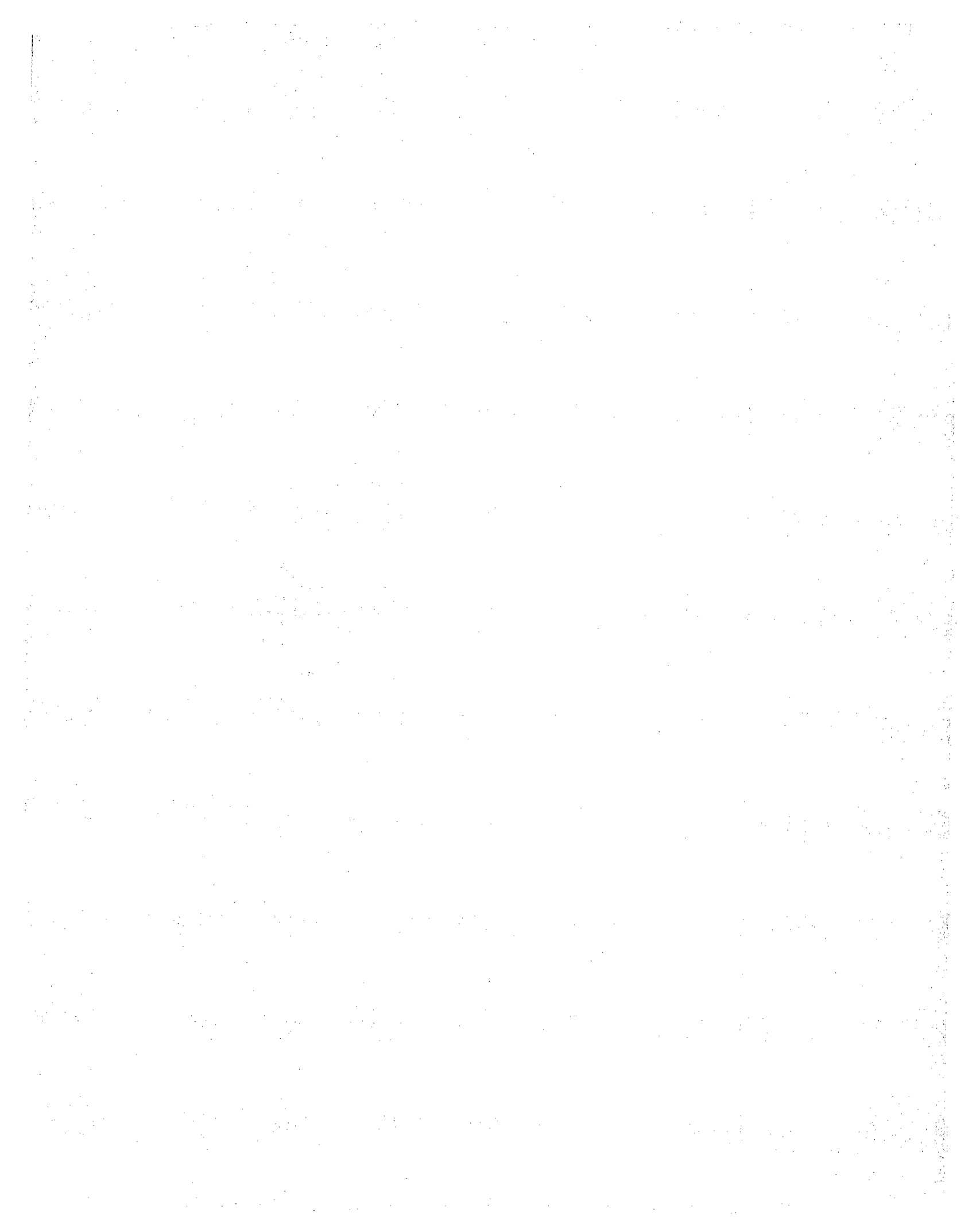
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Enclosures

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SCC21.2
(08/07)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
CLERK'S OFFICE
1300 E MAIN ST
RICHMOND, VA 23219
(804) 371-9733
(866) 722-2551 Toll-free in Virginia

Expedited Service Request

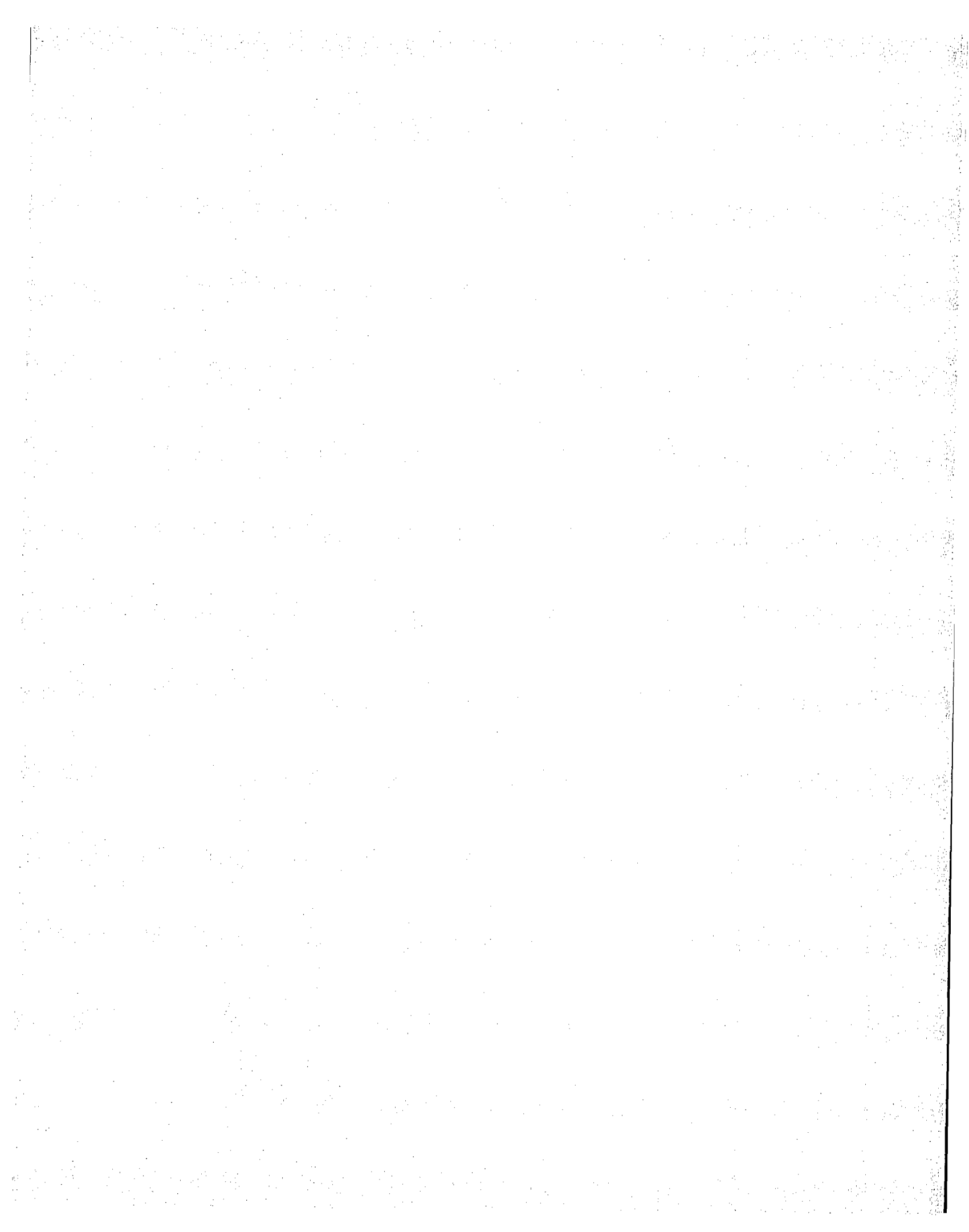
Business Entity Filing

Read Information & Instructions pages before completing this form

This form MUST be completed and placed on top of EACH document that is submitted for expedited review and processing.

Entity Name: MALL SUNSET, LLC		Entity's SCC ID No. (if known):
Return Evidence of Filing To: (Correspondent's name and address) J. Page Williams, Esq. Feil, Pettit & Williams PLC 530 East Main Street P.O. Box 2057 Charlottesville, VA 22902 Contact Person: <u>J. Page Williams</u> Phone Number: (434) <u>979</u> - <u>1400</u> ext _____ Fax Number: (434) <u>977</u> - <u>5109</u> E-mail: <u>jpw@fpwlaw.com</u>	Return Evidence of Filing By: (mark all that apply) <input type="checkbox"/> Hold for Pickup (Available at 4:00 p.m.) <input type="checkbox"/> First-Class Mail <input type="checkbox"/> USPS Express Mail (Prepaid envelope required.) <input checked="" type="checkbox"/> Overnight via <input checked="" type="checkbox"/> UPS <input type="checkbox"/> Fed Ex (Completed airbill with account number required.) <input type="checkbox"/> Fax (Additional charge of \$25. Only available for Expedited Filings, Categories A and C.) Complete, if not correspondent: Name: _____ Fax No.: () _____ - _____	
<p style="text-align: center;">--- See Information & Instructions for description of categories. ---</p> Expedited Service(s) Requested: (mark service requested)		FOR OFFICE USE ONLY <div style="text-align: center; font-size: 2em; font-weight: bold;">080606 0641</div> <div style="text-align: center; font-size: 0.8em;">2008-08-11 10:33</div> <div style="text-align: right; margin-top: 20px;"> <input type="checkbox"/> I/O eje </div>
***Expedite Fee(s): ***(does not include filing fee(s) - see footnote)		
<input checked="" type="checkbox"/> Category A Expedite Business Entity Document listed in Schedule A		
<input type="checkbox"/> Same Day Service (In by Noon)		\$ 200
<input checked="" type="checkbox"/> Next Day Service (In by 4:00 p.m.)		\$ 100
<input type="checkbox"/> Category B Preliminary Review of a Document listed in Schedule A (2 nd Business Day Service Only - In by 4:00 p.m.) (Note: No fee if document is a preliminary review resubmission within 30 days of initial submission.)		\$ 50
<input type="checkbox"/> Category C Expedite Business Entity Document listed in Schedule C (Next Day Service Only - In by 4:00 p.m.)		\$ 50
<input type="checkbox"/> Reinstatement Packet		\$ 50

*** Remember to include payment for all applicable fees (e.g., charter/entrance, reinstatement, filing, fax and expedite fees)



THEODORE V. MORRISON, JR.
CHAIRMAN

MARK C. CHRISTIE
COMMISSIONER

JUDITH WILLIAMS JAGDMANN
COMMISSIONER

COMMONWEALTH OF VIRGINIA



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION Office of the Clerk

June 9, 2008

J PAGE WILLIAMS
FEIL PETTIT & WILLIAMS PLC
530 EMAN ST
PO BOX 2057
CHARLOTTESVILLE, VA 22902

RE: MALL SUNLIGHT, LLC
ID: S261656 - 5
DCN: 08-06-06-0641

Dear Customer:

This is your receipt for \$100.00 to cover the fee(s) for filing articles of organization for a limited liability company with this office.

This is also your receipt for \$100.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of organization is June 9, 2008.

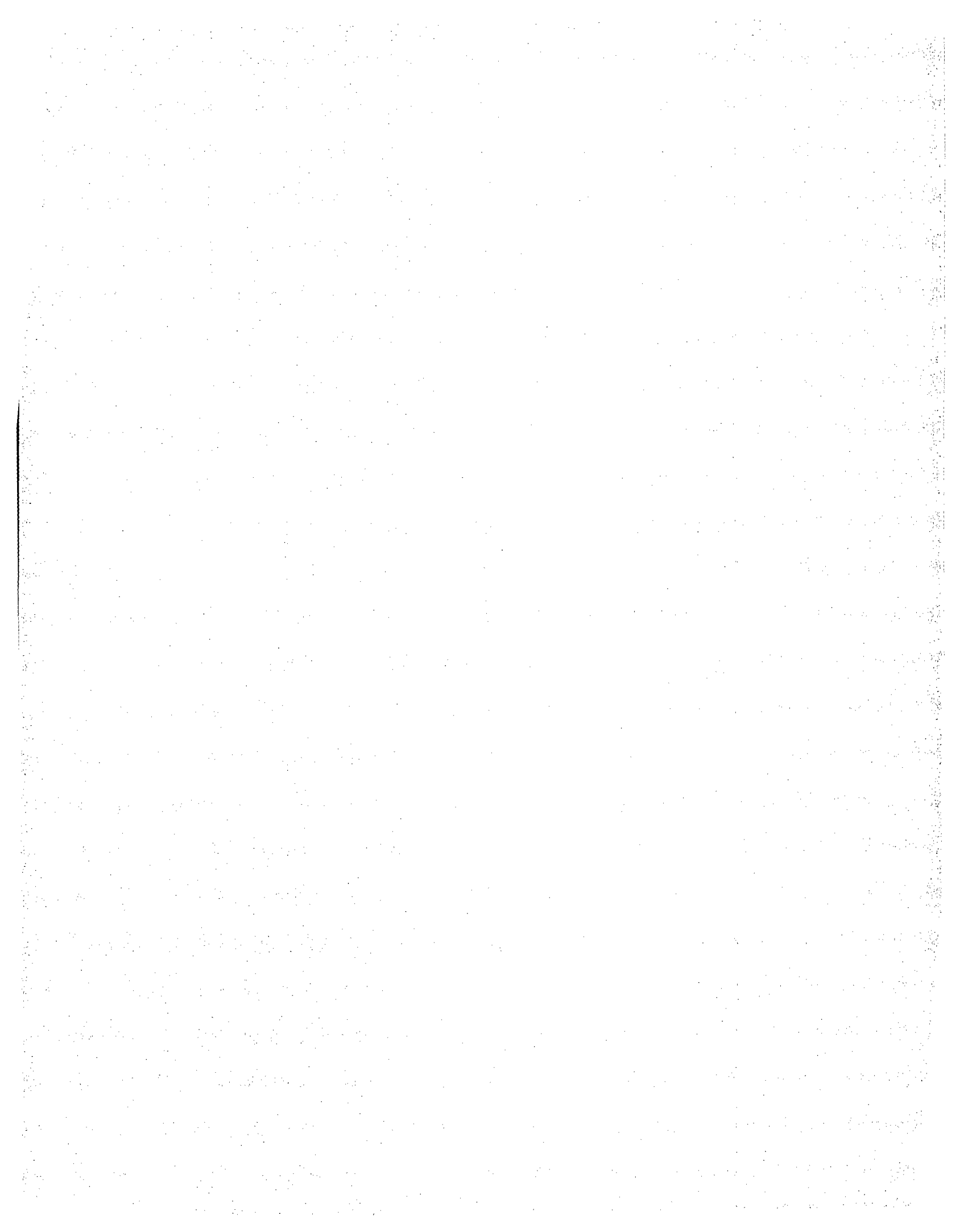
Thank you for contacting our office. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Sincerely,

A handwritten signature in black ink that reads "Joel H. Peck".

Joel H. Peck
Clerk of the Commission

RECEIPTLC
LLNCD
CIS0375



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JUNE 9, 2008

The State Corporation Commission has found the accompanying articles submitted on behalf of

MALL SUNLIGHT, LLC

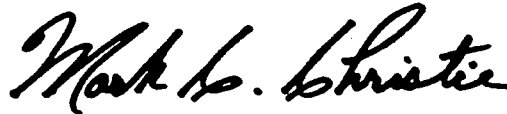
to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF ORGANIZATION

be issued and admitted to record with the articles of organization in the Office of the Clerk of the Commission, effective June 9, 2008.

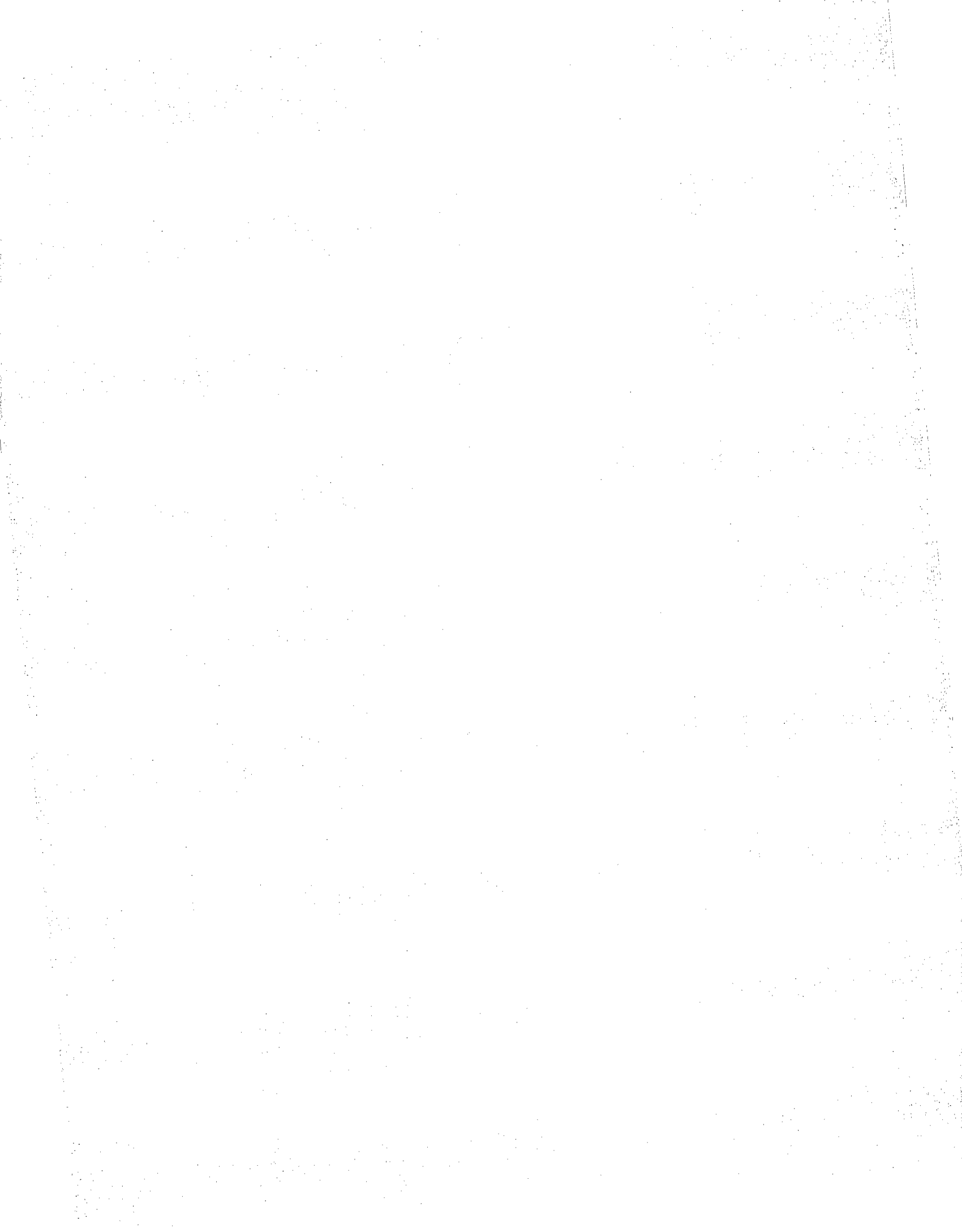
STATE CORPORATION COMMISSION

By



Commissioner

DLLCACPT
CIS0375
08-06-06-0641



**ARTICLES OF ORGANIZATION
OF
MALL SUNLIGHT, LLC**

The undersigned Organizer does hereby form a limited liability company (the "LLC") under the Virginia Limited Liability Company Act (the "Act"), Title 13.1, Chapter 12, of the Code of Virginia (1950), as amended, and hereby declares and establishes the following as the Articles of Organization of such LLC:

ARTICLE I.

Name

The name of the limited liability company (herein referred to as the "LLC") shall be:
MALL SUNLIGHT, LLC.

ARTICLE II.

Period of Duration

The LLC shall have a perpetual existence, unless sooner dissolved according to law or by its Members in accordance with the Operating Agreement (as defined below).

ARTICLE III.

Registered Office and Agent: Principal Office

The address of the initial registered office of the LLC is 530 East Main Street, Charlottesville, Virginia 22902, which is located within the jurisdictional limits of the City of Charlottesville. The initial registered agent of the LLC is J. Page Williams, a resident of Virginia and a member of the Virginia State Bar, whose business office is the same as the registered office of the LLC.

The post office address of the principal office of the LLC is 401 E Market St., Suite 104, Charlottesville, VA 22902.

ARTICLE IV.

Membership Interests and Rights

The nature of each Member's membership interest in the LLC shall be set forth in a written Operating Agreement, which shall, among other things, specify the voting rights, rights to income distributions, and rights upon liquidation with respect to each Member of the LLC.

ARTICLE V.

Manager-Managed Company

The LLC shall be a "manager-managed limited liability company" within the meaning of the Act, and no Member of the LLC, solely by reason of such Member's membership in the



LLC, shall be considered or relied upon to be an agent of the LLC for the purpose of binding the LLC with respect to any transaction or other obligation whatsoever. The LLC may have one or more Managers from time to time, who shall be elected by the Members and serve in accordance with the duties and authority of a Manager, all as set forth in the Operating Agreement.

ARTICLE VI.
Operating Agreement

The manner in which the LLC conducts its business and affairs, the duties and authority of its Manager(s), and the rights and obligations of its Members, to the extent not expressly required by and provided for in the Act or these Articles of Organization, shall be set forth in an Operating Agreement (the "Operating Agreement") initially adopted by the unanimous consent of the Members of the LLC. The Operating Agreement may from time to time be amended as provided therein.

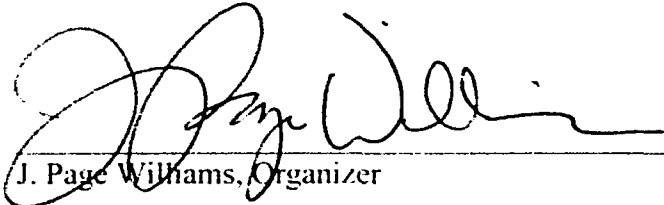
ARTICLE VII.
Limitation of Liability

In any proceeding brought by or in the right of the LLC or brought by or on behalf of its members, no Manager or Member shall be liable to the LLC or its Members for any monetary damages with respect to any transaction, occurrence, course of conduct, or otherwise, except for: (1) liability resulting from such Manager's or Member's having engaged in willful misconduct or a knowing violation of the criminal law, and (2) any financial obligations expressly created by the terms of written agreements entered into by a Manager and/or Member with the LLC including but not limited to the Operating Agreement.

ARTICLE VIII.
Amendments

These Articles of Organization may be altered, amended, restated, or repealed and/or new Articles of Organization (superseding these Articles of Organization) may be adopted by the Members owning at least two-thirds of the Membership Interests in the LLC at a regular or special meeting upon due notice of the proposed alteration, amendment, restatement, replacement or repeal as provided in the Operating Agreement.

DATED this 5TH th day of JUNE, 2008.



J. Page Williams, Organizer

