900000736

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. BRW acom	sitia phe.	- ,			
1. BKW acqui (Corporation 2. Di Sun Exec. K (Corporation	(Name) (ata Lijofems (Name)	(Document #) (Document #)	30000; 	2583: 18/98—0 :640.00	5635 1088011 ****337.50
3. GP, LLC. (Corporation	Name)	(Document #)			
4 (Corporation		(Document #)			
	k up timePhotoco		tified Copy	us	RECE 98 JIL -8
NEW FILINGS	AMENDMENTS				-8 M
Profit	Amendment	-		- · . ·	<u>ω</u> 🖰
NonProfit	Director		: '- '10'	09	
Limited Liability	Change of Registered Agent			**	
Domestication	Dissolution/Withdrawal				
Other G. P.	Merger		N-00	98 J	SEC
OTHER FILINGS	REGISTRATION/	Tan Maria Tan Tan Tan	Kr	d :	

	OTHER FILINGS
3	Annual Report
-	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
X	Foreign Chip + LLC
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

RESOLUTION OF MANAGING MEMBERS OR MANAGERS

•	10 miles
I the undergianed MelialDA MANTOR	PH3: 52
I, the undersigned Melina MANTOR (Name)	25 0
do hereby certify that this Resolution of the Managing Members or Managers of	
GP LLC	
(Name of Limited Liability Company)	
a limited liability company duly organized and existing under the laws of the State of	
Delaware, was duly adopted on July 8, 1998.	
Be it resolved, that	
organized and existing in the state of <u>Octava</u> , hereby adopts the	
name of GP LLC (DE) for use in Florida.	- 2
Dated: July 8, 1998	
Signature of a Member or an Authorized Representative of a Member	ratile

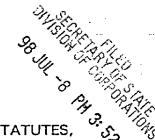
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

4	doing bus GP LLC Florida		GP LL	C (DE)	
1,	(Name of foreign limited liability company m	ust end with th	e words "lir	mited company" or their abbreviatio	n
	"L.C." if not so contained in the name at pres	sent.)			
2.	Delaware (Jurisdiction under the law of which foreign I		3	(applied for)	
	(Jurisdiction under the law of which foreign I company is organized)	limited liability		(FEI number, if applicable)	
				-	
4,	June 23, 1998 (Date of Organization)	5. (Duration:	Year limit	1 ed liability company will cease to ex	ist
_	Anticipated for July 10,	or perp			
6 .	(Date first transacted business in Florida. (See	e sections 608.501	, 608.502, an	d 817.155, F.S.)	
	c/o Kohlhera Krawia Poher	ets & Co	*		
7.	c/o Kohlberg Kravis Rober	,cs & 00 .		·	
	9 West 57th Street, Suite			rk. NY 10019	
	,	•			
8	Name(s) and business address(es) amanage the foreign limited liability of	of managing company in F	member lorida: (a	r(s) or manager(s) who will mach additional page if necessary)	
	Todd Fisher - MGR		c/o Koh	nlberg Kravis Roberts & C	Co.
		-	9 West	57th St., Sutie 4200	
		-	New Yor	ck, NY 10019	
	<u>, , , , , , , , , , , , , , , , , , , </u>	-			
		-	·	· · · · · · · · · · · · · · · · · · ·	
				•	
		₩			
		- · · •			
		-		· · · · · · · · · · · · · · · · · · ·	
		30			

Filing Fee: \$ 52.50 for Application

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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of th	ne limited liability company is: GP LLC	
		_
	address of the registered agent and office is:	•
	CORPORATION SERVICE COMPANY	·
	(Name)	
	1201 Hays St.	
	(P.O. Box not acceptable)	· ·
	Tallahassee, FL 32301	
	(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.

(Signature)

Karen B. Rozar, As Its Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The unde	ersigned m	ember or authorized representative of a member of
GP	LLC	deposes and says:
1) the ab	ove named	limited liability company has at least two members
2) the tot	ai amount	of cash contributed by the member(s) is \$ 30,044.72
		d value of property other than cash contributed by member(s) is A description of the property is attached and made a part hereto.
4) the to: \$3	tal amount 0,044.72	of cash or property anticipated to be contributed by member(s) is This total includes amounts from 2 and 3 above.
		^
	6.30	Edd To

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.)

State of Delaware Office of the Secretary of State

PAGE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "GP LLC" 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 SIXTH DAY OF JULY, A.D. 1938.

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

2912486 8300 981261541



9180455

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: