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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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NAME: GP ASSET MANAGEMENT, LLC  
AUDIT NUMBER.....H03000288190  
DOC TYPE.....LIMITED LIABILITY COMPANY  
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**ARTICLES OF ORGANIZATION  
OF  
GP ASSET MANAGEMENT, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**ARTICLE I  
NAME**

The name of this limited liability company (the "Company") is: GP ASSET MANAGEMENT, LLC

**ARTICLE II  
ADDRESS**

The Company's mailing address and street address of the principal office of the Company is 2101 West Commercial Boulevard, Suite 3500, Fort Lauderdale, Florida 33309.

**ARTICLE III  
DURATION**

The period of duration for the Company will be perpetual.

**ARTICLE IV  
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Marcos Konig and his address is 2101 West Commercial Boulevard, Suite 3500, Fort Lauderdale, Florida 33309.


**ARTICLE V  
MANAGEMENT**

The Company shall be a manager-managed company. The Manager has the sole right and full and exclusive authority to manage and operate the business of the Company. No Member, in its capacity as such, may transact any business for the Company or take any part in the management of the Company and will have no power to bind or commit the Company.

The undersigned executed these Articles of Organization on this 9<sup>th</sup> day of September 2003.

Authorized Representative of the Members:

(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.)

  
\_\_\_\_\_  
Marcos Konig

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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:

GP ASSET MANAGEMENT, LLC

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

Marcos Konig  
2101 West Commercial Boulevard, Suite 3500  
Fort Lauderdale, Florida 33309.

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.

  
\_\_\_\_\_  
Marcos Konig