

L030000056925

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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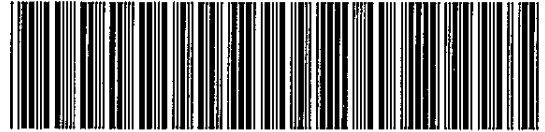
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

03 DEC 30 PM 5:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 377628 4804484

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 125.00

FILED
DEC 30 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 29, 2003

ORDER TIME : 1:09 PM

ORDER NO. : 377628-005

CUSTOMER NO: 4804484

CUSTOMER: Ms. Helen P. Lynch
Wolf Block Schorr And
Solis-cohen
25th Floor
1650 Arch Street
Philadelphia, PA 19103-2097

DOMESTIC FILING

NAME: SECOND CHAPEL VALUE GP LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

SECOND CHAPEL VALUE GP LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

c/o Goodman Properties, Inc.

777 South Flagler Drive, Ste. 1104

West Palm Beach, FL 33401

Mailing Address:

c/o Goodman Properties, Inc

777 South Flagler Drive, Ste. 1104

West Palm Beach, FL 33401

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

William A. Shewalter

Name

777 South Flagler Drive, Suite 1104

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

West Palm Beach

FLORIDA 33401

City, State, and 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 as provided for in Chapter 608, Florida Statutes..

William A. Shewalter

By: William A Shewalter

Registered Agent's Signature

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Goodman Properties, Inc.

c/o The Goodman Company

777 South Flagler Dr., Suite 1104

West Palm Beach, FL 33401

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

Helen P. Lynch, Authorized Person
Signature of a member or an authorized representative of a member.

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

By: Helen P. Lynch, Authorized Person
Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)