

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L04000024901
FILED 8:00 AM
April 01, 2004
Sec. Of State
mhodges

Article I

The name of the Limited Liability Company is:
GP CAPITAL INVESTMENTS LLC

Article II

The street address of the principal office of the Limited Liability Company is:
1756 N. BAYSHORE DR.
#16M
MIAMI, FL. 33132

The mailing address of the Limited Liability Company is:
1756 N. BAYSHORE DR.
#16M
MIAMI, FL. 33132

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
MATTHEW HERBOLICH
1330 WEST AVENUE
#1505
MIAMI BEACH, FL. 33139

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.

Registered Agent Signature: MATTHEW HERBOLICH

Article V

The name and address of managing members/managers are:

Title: MGRM
SHARIF BULA
4780 PINETREE DRIVE #10
MIAMI BEACH, FL. 33139

Title: MGRM
LINWOOD M FEATHERTON
4780 PINETREE DRIVE #10
MIAMI BEACH, FL. 33139

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Article VI

The effective date for this Limited Liability Company shall be:

04/01/2004

Signature of member or an authorized representative of a member

Signature: MATTHEW R. HERBOLICH