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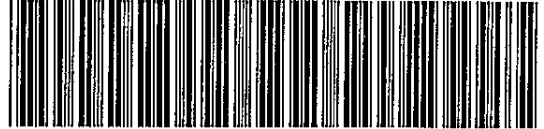
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TALLahassee, FL 32301

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A Professional Corporation

2395 S. Huron Parkway  
Suite 200  
Ann Arbor, MI 48104  
734 973.1222  
734 973.1223 fax  
www.kelseylaw.com



July 26, 2004

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**Via Federal Express**

*Re: GP Investments, LLC & GP Equities, LLC*

Dear Register:

Please find enclosed for filing the Articles of Organization for GP Investments, LLC & GP Equities, LLC and corresponding Transmittal Letters. We have also enclosed a check in the amount of \$310.00 representing the filing fee, designation of registered agent fee, and certified copy fee for both companies. Would you please return the certified copy to our office. I have enclosed a stamped, self-addressed envelope for the return of same.

If you have any questions, please do not hesitate to contact our office.

Sincerely,

A handwritten signature in cursive script that reads "Dorinda Moore". The signature is written in dark ink and is positioned above the printed name and title.

Dorinda Moore  
Legal Secretary

Enclosures

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TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: GP Equities, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

George W. Kelsey  
(Name of Person)

Kelsey Law Group, P.C.  
(Firm/Company)

2395 S. Huron Parkway, Suite 200  
(Address)

Ann Arbor, MI 48104  
(City/State and Zip Code)

For further information concerning this matter, please call:

George W. Kelsey at 734 973-1222  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

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

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

GP Equities, LLC

**ARTICLE II - Address:**

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

**Principal Office Address:**

11241 Marblehead Manor Court

Fort Meyers, FL 33908

**Mailing Address:**

11241 Marblehead Manor Court

Fort Meyers, FL 33908

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

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

Robert Goodman

Name

11241 Marblehead Manor Court

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

Fort Meyers

FLORIDA

33908

City, State, and Zip

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TALLAHASSEE, FL

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*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..*

  
\_\_\_\_\_  
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:**

MGRM

Robert Goodman

11241 Marblehead Manor Court

Fort Meyers, FL 33908

(Use attachment if necessary)

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

**REQUIRED SIGNATURE:**



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.)

Robert Goodman

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)

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TALLAHASSEE, FLORIDA

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