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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : COX & NICI
Account Number : I20000000223
Phone : (239) 254-0706
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

GP Investments, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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Electronic Filing Menu

Corporate Filing Menu

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**ARTICLES OF ORGANIZATION
OF
GP INVESTMENTS, LLC**

**ARTICLE I
NAME**

The name of this Limited Liability Company is GP Investments, LLC (the "Company").

**ARTICLE II
DURATION**

The period of duration for the Company is perpetual.

**ARTICLE III
ADDRESS**

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

3120 Leeward Lane
Naples, Florida 34103

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

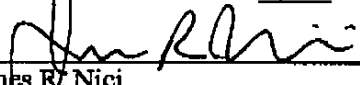
The initial registered office of this Company shall be c/o Cox & Nici, 1185 Immokalee Road, Suite 110, Naples, Florida 34110, and its initial registered agent at such office shall be James R. Nici, Esq.

**ARTICLE V
MANAGEMENT**

The Company is to be a Manager-Managed company and the name and address of the elected Managers who shall serve as Managers until the first annual meeting or until their successors are chosen are:

Gary Price
3120 Leeward Lane
Naples, Florida 34103

Dated effective as of this 1st day of December, 2006.



James R. Nici
Authorized Representative

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

- 1. The name of the Company is GP Investments, LLC
- 2. The name and address of the registered agent and office is:

James R. Nici, Esq.
 c/o Cox & Nici
 1185 Immokalee Road, Suite 110
 Naples, Florida 34110

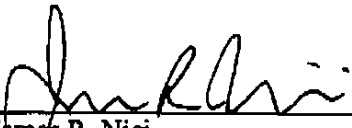
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Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 of the Florida Statutes.

Dated: effective as of December 1st, 2006

By: 

 James R. Nici
 Initial Registered Agent