

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

L08000018280
FILED 8:00 AM
February 20, 2008
Sec. Of State
gharvey

Article I

The name of the Limited Liability Company is:

GP ADVISORS ENTERPRISES L.L.C

Article II

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

1121 CRANDON BLVD,
E207
KEY BISCAYNE, FL. 33149

The mailing address of the Limited Liability Company is:

1121 CRANDON BLVD,
E207
KEY BISCAYNE, FL. 33149

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:

GERARDO BOUSCAYROL
1121 CRANDON BLVD
E207
KEY BISCAYNE, FL. 33149

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: GERARDO BOUSCAYROL

Article V

The name and address of managing members/managers are:

Title: MGRM
GERARDO BOUSCAYROL
1121 CRANDON BLVD, E207
KEY BISCAYNE, FL. 33149

Title: MGRM
PAOLA OSPINA
1121 CRANDON BLVD, E207
KEY BISCAYNE, FL. 33149

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Article VI

The effective date for this Limited Liability Company shall be:

02/15/2008

Signature of member or an authorized representative of a member

Signature: GERARDO BOUSCAYROL