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Account Name : STRAWN & MONAGHAN, P.A.
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FLORIDA/FOREIGN LIMITED LIABILITY

G & S MANAGEMENT Associates, LLC

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EXAMINE



April 28, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

STRAWN & MONAGHAN, P.A.

SUBJECT: G & S MANAGEMENT, LLC
REF: W08000021222

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is L06000021276.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Regulatory Specialist II

FAX Aud. #: H08000110512
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ARTICLES OF ORGANIZATION
OF
G & S MANAGEMENT ASSOCIATES, LLC
A Florida Limited Liability Company

The undersigned, acting as an authorized representative of the members of a limited liability company under the Florida Limited Liability Company Act as set forth in Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for G & S MANAGEMENT ASSOCIATES, LLC (the "Company"):

ARTICLE I

NAME

The name of the Company is G & S MANAGEMENT ASSOCIATES, LLC and its principal place of business shall be in the City of Delray Beach, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

DURATION

The limited liability company shall exist until dissolved in a manner provided by law, or as provided in accordance with the regulations adopted by the Members.

ARTICLE THREE

ADDRESS

The mailing address and street address of the principal office of the Company is 54 N.E. Fourth Avenue, Delray Beach, Florida 33483.

Jeffrey L. Cohen, Esq. (Florida Bar #703966)
Strawn, Monaghan & Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(561) 278-9400

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ARTICLE FOUR**INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of the Company is Jeffrey L. Cohen, 54 N.E. Fourth Avenue, Delray Beach, Florida 33483.

ARTICLE FIVE**MANAGEMENT**

The Company is to be managed by one or more managers and therefore a manager - managed company.

ARTICLE SIX**INDEMNIFICATION**

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the Company or is or was serving at the request of the Company as a manager, managing member, director or officer of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including, without limitation, attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company. The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

The undersigned, in accordance with Section 608.407(3), being the authorized representative of the members of the Company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of G & S MANAGEMENT ASSOCIATES, LLC.

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.

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Executed by the undersigned on April 25, 2008.



Jeffrey L. Cohen, Authorized Representative
Of the Members

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent and to accept service of process for G & S MANAGEMENT ASSOCIATES, LLC in the foregoing Articles of Organization, 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.



Jeffrey L. Cohen

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April 25, 2008

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