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**FLORIDA LIMITED LIABILITY CO.
GSP Capital, LLC**

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EXAMINER

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1. Florida Dept. of State	Division of Corporations	850-617-6383	2010 OCT 15 AM 8:27 STATE OF FLORIDA TALLAHASSEE, FL 32304

RE: **GSP Capital, LLC**

Fax Audit No.: **H100002267353**

Please file the following regarding the above referenced corporation:

- Articles of Incorporation.

We have requested a certificate of status and a certified copy of same.

Please call me if you have any questions. Thank you.

From: W. Jeffrey Cecil, Esq. Telephone: (239) 593-2950

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**ARTICLES OF ORGANIZATION
OF
GSP CAPITAL, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be GSP CAPITAL, LLC (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the initial principal office of the Company shall be 4625 St. Croix Lane #1136, Naples, Florida 34109.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or in the operating agreement adopted by the Members for the management of the business and affairs of the Company (the "Operating Agreement").

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are: Fredrick J. Benoit, 4625 St. Croix Lane #1136, Naples, Florida 34109.

ARTICLE V -- TERMINATION OF EXISTENCE

The Company shall be dissolved upon the occurrence of events specified in the Company's Operating Agreement.

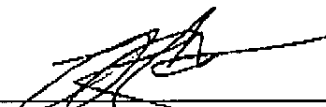
ARTICLE VI -- MANAGEMENT

The Company shall be a manager-managed company and shall be managed by at least one Manager who may, but need not, be a Member, in accordance with the Operating Agreement. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. At the time that these Articles of Organization are executed, there is one person serving as Manager of the Company: Fredrick J. Benoit.

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization in Naples, Florida, on this 15th day of October, 2010.



Fredrick J. Benoit, Manager and authorized
representative of the Members

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of GSP CAPITAL, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of the position of registered agent.

Date: October 15, 2010.



Fredrick J. Benoit

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