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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

- 1) GSP XVII, LLC
- 2) GSP XVI, LLC
- 3) GSP XV, LLC

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- ___ RA Resignation
- ___ Dissolution / Withdrawal
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- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
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**ARTICLES OF ORGANIZATION OF
GSP XVI, LLC**

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ARTICLE I

The name of the limited liability company shall be GSP XVI, LLC

ARTICLE II

The period of the limited liability company's duration shall be ninety (90) years from the date of filing of these Articles of Organization with the Department of State.

ARTICLE III

The purpose for which this limited liability company is organized is to engage in any activity or business permitted under the laws of the United States of Florida.

ARTICLE IV

The address of this limited liability company in the state of Florida is 900 North Federal Highway, Suite 300, Boca Raton, FL 33432.

The mailing address of this limited liability company in the state of Florida is 900 North Federal Highway, Suite 300, Boca Raton, FL 33432.

The address of the principal office of this limited liability company in the state of Florida is 900 North Federal Highway, Suite 300, Boca Raton, FL 33432.

The name and address of the initial registered agent is Mark S. Schecter, 100 N.E. 3rd Avenue, Suite 620, Fort Lauderdale, Florida 33301.

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, F.S.



Registered Agent's Signature

ARTICLE V

The percentage of ownership is as follows:

<u>Member</u>	<u>Pro-Rata Share</u>
First Southern Bank	100%

ARTICLE VI

There may be additional contributions to be made by the members.

ARTICLE VII

The members shall maintain the right to admit additional members.

ARTICLE VIII

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, which terminates the continued membership of a member in the limited liability company, the remaining members may continue the business of the limited liability company provided that the unanimous consent of the remaining members is secured.

ARTICLE IX

The management of the limited liability company is reserved to First Southern Bank.

ARTICLE X

The names and addresses of the members are as follows:

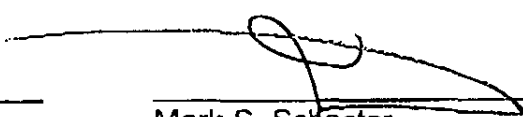
<u>Name</u>	<u>Address</u>
First Southern Bank	900 North Federal Highway Suite 300 Boca Raton, FL 33432

ARTICLE XI

Notwithstanding any other provision of these Articles or the Operating Agreement and for federal income tax purposes, a member's share of income, gain, loss, deduction, or credit shall be determined in accordance with the Company property/liabilities guaranteed or funded by one or more members therefore allowing for the allocation to the member or members that bear the economic risk of loss of such property/debt.

Date: _____

1/3/11



Mark S. Schecter
Schecter Law, P.A.
Attorney for and Authorized Agent of the
Members of GSP XVI, LLC
100 N.E. 3rd Avenue, Suite 620
Fort Lauderdale, FL 33301
(954) 779-7009
Florida Bar No. 183886

State of Florida)

)SS

County of Broward)

Pursuant to the provisions of Section 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is GSP XVI, LLC

The name of the registered agent for GSP XVI, LLC is Mark S. Schechter, and the street address where the agent is located is 100 N.E. 3rd Avenue, Suite 620, Fort Lauderdale, Florida 33301.

This statement is to acknowledge that, as indicated above, GSP XVI, LLC has appointed me, Mark S. Schechter, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

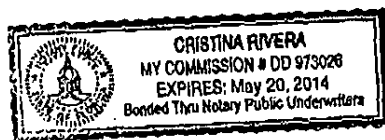
By:

Mark S. Schechter

Dated

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The foregoing instrument was acknowledged before me this 3rd day of January, 2011 by Mark S. Schechter, agent on behalf of GSP XVI, LLC. He is personally known to me or has produced N/A as identification.



Arthur H. H. H.

Notary Public