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FLORIDA LIMITED LIABILITY CO.
FS INVESTMENT GP LLC

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T. HAMPTON

JUL 27 2011

EXAMINER

ARTICLES OF ORGANIZATION
OF
FS INVESTMENT GP LLC
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Professional Limited Liability Company Act, Chapters 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is FS INVESTMENT GP LLC (hereinafter the "Company").

ARTICLE II
MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 1284 Wellington Street, Ottawa, Ontario, Canada K1Y 3A9.

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Company's registered agent are SG Registered Agent LLC, 700 S. Federal Highway, Suite 200, Boca Raton, Florida 33432.

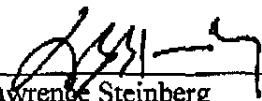
ARTICLE IV

The name and address of the Company's manager are:

Ronald Eisenberg
3700 Airport Road, Suite 404
Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 26 day of July, 2011.

FS INVESTMENT GP LLC



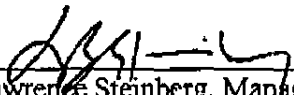
Lawrence Steinberg
Authorized Representative

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for FS INVESTMENT GP LLC at the place designed in Article III of the Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statues relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of the position as registered agent as provided for in Chapter 608, F.S.

SG REGISTERED AGENT LLC

By: 
Lawrence Steinberg, Manager

Date: 06/26/2011

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