



Esperti Peterson

A National Estate Planning Law Firm &
Partnership of Professional Corporations

Renno L. Peterson, P.A.

July 20, 1998

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-07/24/98--01046--003
****285.00 ****285.00

Secretary of State's Office
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: GSP Consolidated, LLC

Gentlemen:

Enclosed for filing with your office are duplicate original Articles of Organization for GSP Consolidated, LLC together with a check payable to your office in the amount of \$285 which represents the \$250 filing fee and the \$35 Registered Agent fee.

Please return a stamped original to this office in the stamped, self-addressed envelope enclosed for your convenience. Thank you.

Very truly yours,

RENNO L. PETERSON, P.A.

Renno L. Peterson
Renno L. Peterson *mab*

Name	7/27/98
Availability	dcc
Document Examiner	mab/enclosures
Updater	DCC
Verifier	
Acknowledgement	
W. P. Verifier	

FILED
98 JUL 24 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

One Sarasota Tower, Suite 606
Two North Tamiami Trail
Sarasota, Florida 34236

Tel: (941) 365-4819 Fax: (941) 366-5347

L98000001282

W98000016975



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 27, 1998

RENNO L. PETERSON, P.A.
ONE SARASOTA TOWER, SUITE 606
TWO NORTH TAMiami TRAIL
SARASOTA, FL 34236

SUBJECT: GSP CONSOLIDATED, LLC
Ref. Number: W98000016975

We have received your document for GSP CONSOLIDATED, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 798A00039429

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

FILED
98 JUL 24 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is: GSP Consolidated, LLC.

ARTICLE II - Address:

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

8 Angelfish Cay
PO Box 403
100 Anchor Drive
Key Largo, Florida 33037

ARTICLE III: - Duration:

The period of duration for the Limited Liability Company shall be: 30 years.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

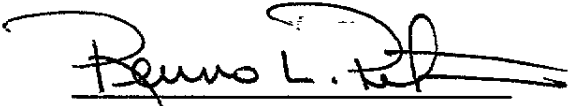
Marc Blumenthal, Operating Manager
63 Bayview Road
Dover, New Hampshire 03820

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GSP Consolidated, LLC deposes and says:

- 1) the above-named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$0.

- 3) if any, the agreed value of property other than cash contributed by member(s) is \$600,000. The property contributed is General Partner interests in two existing Florida Limited Partnerships.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$600,000. This total includes amounts from 2 and 3 above.



Renno L. Peterson
(Signature of a member or authorized
representative of a member.)

FILED
98 JUL 24 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the limited liability company is: GSP Consolidated, LLC.
2. The name and address of the registered agent and office is:

Renno L. Peterson
2 N. Tamiami Trail, Suite 606
Sarasota, Florida 34236

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 related to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Renno L. Peterson

July 7, 1998