

# L98000002426



**THE UNITED STATES  
CORPORATION**  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 008724 4804484

AUTHORIZATION :

COST LIMIT : \$ 337.50

*Patricia Pzytk*

ORDER DATE : October 26, 1998

ORDER TIME : 11:23 AM

ORDER NO. : 008724-005

CUSTOMER NO: 4804484

CUSTOMER: Eve Thomas, Legal Assistant  
WOLF BLOCK SCHORR AND  
WOLF BLOCK SCHORR AND  
Packard Bldg.13th Floor  
15th & Chestnut Streets  
Philadelphia, PA 19102

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DOMESTIC FILING

NAME: P&D GP LLC

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~~FILE FIRST~~

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

Name	<i>MDH</i>
Availability	<i>MDH</i>
Document	<i>MDH</i>
Examiner	<i>MDH</i>
Updater	<i>MDH</i>
Verifier	<i>MDH</i>
Acknowledgement	<i>MDH</i>
P. Verifier	<i>MDH</i>

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

**P & D GP LLC**

**ARTICLE I- Name**

The name of the Limited Liability Company is: **P & D GP LLC**.

**ARTICLE II- Address**

The mailing address of the Limited Liability Company is: c/o The Goodman Company, 777 South Flagler Drive, Suite 1101, West Palm Beach, FL 33401.

The street address of the Limited Liability Company is: c/o The Goodman Company, 777 South Flagler Drive, Suite 1101, West Palm Beach, FL 33401.

**ARTICLE III- Duration**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV- Management**

The Limited Liability Company is to be managed by a manager. The manager's name and address is: GOODMAN PROPERTIES, INC., c/o The Goodman Company, 777 South Flagler Drive, Suite 1101, West Palm Beach, FL 33401.

**ARTICLE V - Registered Agent**

The name and street address of the initial registered agent of the Limited Liability Company is: William A. Shewalter, c/o The Goodman Company, 777 South Flagler Drive, Suite 1101, West Palm Beach, FL 33401.

**ARTICLE VI - Registered Office**

The street address of the initial registered office of the Limited Liability Company is: c/o the Goodman Company, 777 South Flagler Drive, Suite 1101, West Palm Beach, FL 33401.

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**ARTICLE VII- Admission of Additional Members**

There shall be no right to admit additional members.

**ARTICLE VIII- Members' Rights to Continue Business**

The remaining members of the limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of one member of the limited liability company.

9/28/98  
(Date)

Deborah E. Rappaport  
Deborah E. Rappaport, Authorized Representative

**REGISTERED AGENT ACCEPTANCE**

See attached Certificate of Designation of Registered Agent/Registered Address.

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

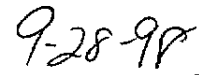
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: P & D GP LLC.
2. The name and address of the registered agent and office is: William A. Shewalter, c/o The Goodman Company, 777 South Flagler Drive, Suite 1101, West Palm Beach, FL 33401.

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.



William A. Shewalter



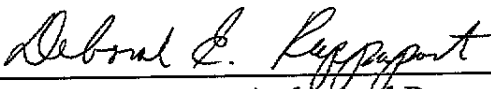
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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of P & D GP LLC deposes and says:

- 1) the above named limited liability company has one member.
- 2) the total amount of cash contributed by the members is \$ 5.00.
- 3) if any, the agreed value of property other than cash contributed by the members is \$ -0-.
- 4) the amount of cash or property anticipated to be contributed by the member is \$ -0-.
- 5) the total amounts of 2, 3 and 4 is \$ 5.00.

  
\_\_\_\_\_  
Deborah E. Rappaport, Authorized Representative

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