

L99000001505



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 170952 4804484

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 337.50

ORDER DATE : March 16, 1999

ORDER TIME : 9:42 AM

ORDER NO. : 170952-005

CUSTOMER NO: 4804484

CUSTOMER: Ms. Jennifer L. Dombrowski  
WOLF BLOCK SCHORR AND  
WOLF BLOCK SCHORR AND  
Packard Bldg.13th Floor  
15th & Chestnut Streets  
Philadelphia, PA 19102

DOMESTIC FILING

NAME: HARCLAND HOLDING GP LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

Name	<i>02317</i>
Availability	
Document	
Examination	
Upstate	
Upstate	
Verifier	
Acknowledgement	
W. P. Verifier	

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MAR 17 AM 11:22  
L99-1505

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99 MAR 17 10:34  
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY  
COMPANY**

**HARCLAND HOLDING GP LLC**

**ARTICLE I- Name**

The name of the Limited Liability Company is: Harcland Holding GP LLC

**ARTICLE II- Address**

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

c/o Goodman Properties, Inc.  
Suite 1104  
777 South Flagler Drive  
West Palm Beach, FL 33401

**ARTICLE III- Duration**

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

Perpetual

**ARTICLE IV- Management**

*(check and complete the appropriate statement)*

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

Goodman Properties, Inc.  
c/o The Goodman Company  
Suite 1104  
777 South Flagler Drive  
West Palm Beach, FL 33401

/ / The Limited Liability Company is to be managed by the members and the  
name(s) and address(es) of the managing member(s) is/are:

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## **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  
Suite 1104  
777 South Flagler Drive  
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  
Suite 1104  
777 South Flagler Drive  
West Palm Beach, FL 33401

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## **\*ARTICLE VII - Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

See attachment

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

The right, if given, of the remaining members of the limited liability company to continue the business 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 shall be:

See attachment

\* (If applicable)

## REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, 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.

By William A. Shewalter  
(Signature)

March 16, 1999  
(Date)

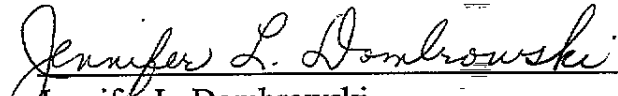
William A. Shewalter

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of  
HARCLAND HOLDING GP LLC deposes and says:

- 1) the above named limited liability company has at least one member.
- 2) the total amount of cash contributed by the member is \$1.00.
- 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 \$1.00.

  
Jennifer L. Dombrowski,  
Authorized Representative

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**ATTACHMENT**

**ARTICLE VII - Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

The members shall have the right to admit additional members by unanimous vote and on such terms and conditions as they prescribe.

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

The right, if given, of the remaining members of the limited liability company to continue the business 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 shall be:

All of the remaining members and the personal representative of the deceased member shall have the right within 90 days of such event to continue the business of the limited liability company.

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