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CT CORPORATION SYSTEM

208 South LaSalle Street
Chicago, IL 60604
Tel. 312 345 4328
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September 10, 1999

Corporate Records Bureau
Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32399

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**Re: GP Schools Solutions, L.L.C.
GP Florida Development, L.L.C.
GP Coral Springs, L.L.C.**

Dear Sir/Madam:

On behalf of each of the above referenced companies, please accept the following enclosed document(s) for filing:

Articles of Organization for Florida Limited Liability Company

Upon completion, please send confirmation of the filings to my attention via the enclosed, self-addressed stamped envelope. If you should have any questions or concerns, please contact me toll-free at (800) 475-1212.

Thank you for your assistance in this matter.

Very Truly Yours,



Nancy Hryszczuk
Customer Specialist

Enclosures

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: GP Coral Springs, L.L.C.

ARTICLE II - Address:

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

7 Jackson Walkway
Providence, RI 02903

ARTICLE III - Duration:

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

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

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:

Gilbane Properties, Inc.
7 Jackson Walkway
Providence, RI 02903

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: None

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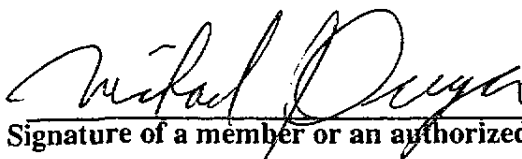
ARTICLE VI - Members Rights to Continue Business:

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: None

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of GP Coral Springs, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 100.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$.00 ;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 100.00 .



Signature of a member or an authorized representative of a member.

(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.)

Michael J. Dwyer

Typed or printed name of signee

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Filing Fee: \$250.00 for Articles and Affidavit

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: GP Coral Springs, L.L.C.

2. The name and the Florida street address of the registered agent are:


CT Corporation System
NAME

1200 South Pine Island Road
Florida street address (P. O. Box NOT ACCEPTABLE)

Plantation, FL 33324
CITY, STATE AND ZIP

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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.


SIGNATURE

Francis P. Regan
Assistant Secretary

Filing Fee: \$ 35 for Designation of Registered Agent