

M000000002206

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 10/24

900003436719--4
-10/24/00--01053--017
****125.00 ****125.00

Corporation(s) Name

GPI Properties III LLC

Profit
 Nonprofit

Amendment

Merger

Foreign
 LLC

Dissolution
 Withdrawal

Mark

Limited Partnership
 Reinstatement
 UCC 1 or 3

UBR
 Fictitious Name

Other
 Ch. RA

***Special Instructions**

Certified Copy
 arts/ameds/mergers Other-See Above

Photocopies

CUS

Walk in

Pick-up

Will Wait

Please Return Filed Stamped
Copies To:

WF 25/00

Carol Clark

Thank You!

JB
10-25-00

RECEIVED
00 OCT 24 AM 11:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 OCT 24 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 24, 2000

CT CORPORATION SYSTEM
CAROL CLARK

SUBJECT: GPI PROPERTIES III LLC
Ref. Number: W00000025600

We have received your document for GPI PROPERTIES III LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 700A00055492

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 24 PM 12:12

APPROVED
AND
FILED

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. GPI PROPERTIES III LLC
(Name of foreign limited liability company)

2. NORTH CAROLINA
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 56-2186703
(FEI number, if applicable)

4. SEPTEMBER 25, 1998
(Date of Organization)

5. DECEMBER, 2100
(Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON FILING OF THIS APPLICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2635 MILLBROOK ROAD
RALEIGH, NORTH CAROLINA 27604
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

VMS PROPERTIES, INC.
2635 MILLBROOK ROAD
RALEIGH, NORTH CAROLINA 27604

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Real Estate Management

Frederic S. Kotcher
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Typed or printed name of signee

FREDERIC S. KOTCHER
VICE PRESIDENT

00 OCT 24 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**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:

GPI PROPERTIES III LLC

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

JON C. YERGLER

(Name)

215 NORTH EOLA DRIVE

Florida street address (P.O. Box NOT ACCEPTABLE)

ORLANDO

FL 32801

City/State/Zip

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 as provided for in Chapter 608, F.S..

JON C. YERGLER

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 24 PM 12:12

APPROVED
AND
FILED



NORTH CAROLINA

Department of The Secretary of State

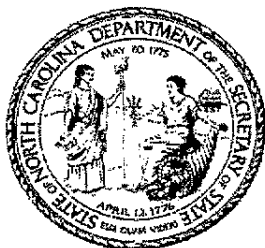
CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

GPI PROPERTIES III LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 25th day of September, 1998, with its period of duration ending DEC 2100.

I **FURTHER** certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 16th day of October, 2000.

Elaine F. Marshall
Secretary of State

00 OCT 24 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED