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To:

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Account Name : CORPORATION SERVICE COMPANY/mzc
Account Number : I20000000195
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2007 OCT 10 AM 8:59
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

GP PORTFOLIO LANDLORD #2, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
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TALLAHASSEE, FLORIDA

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

**IN COMPLIANCE WITH SECTION 608, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:**

1. GP Portfolio Landlord # 2, LLC

(Name of Foreign Limited Liability Company must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, state alternate name adopted for the purpose of transacting business in Florida, and attach a copy of the written consents of the members or managing members adopting the alternative. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware

(Jurisdiction under the laws of which foreign limited liability company is organized)

3.

(FEI number, if applicable)

4. 9/20/2007

(Date of Organization)

5. Perpetual

(Duration Your limited liability company will come to exist or "perpetual")

6. Upon filing

(Date first transacted business in Florida, if prior to registration.
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 303 Peachtree Street, 24th Floor

Atlanta, Georgia 30308

(Street Address of Principal Office)

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

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

SunTrust Equity Funding, LLC

303 Peachtree Street, 24th Floor

Atlanta, Georgia 30308

10. Attach 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 laws 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:

To own and lease real estate.

Signature of a member or an authorized representative of a member.
(In compliance with section 608.405(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the filer is duly qualified to sign and true.)

R. Todd Shurtley, Manager of SunTrust Equity Funding, LLC, Manager

Typed or printed name of signer

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

1. The name of the Limited Liability Company is:

GP Portfolio Landlord #2, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee

FL

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, Florida Statutes.

Wanda L. Messy / Asst. VP
(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

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GP PORTFOLIO LANDLORD #2, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF OCTOBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GP PORTFOLIO LANDLORD #2, LLC" WAS FORMED ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6061451

DATE: 10-10-07