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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10 NOV 19 AM 10:59

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B. KOHR

NOV 23 2010

EXAMINER



CORPORATION SERVICE COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 NOV 19 PM 3:23

ACCOUNT NO. : I20000000195

REFERENCE : 582570 4304492

AUTHORIZATION :

COST LIMIT : \$ 25.00

ORDER DATE : November 18, 2010

ORDER TIME : 9:59 AM

ORDER NO. : 582570-035

CUSTOMER NO: 4304492

FOREIGN FILINGS

NAME: GCP WALDEN WOODS TWO, LLC

XX LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT#

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

FILED
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SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: GCP Walden Woods Two, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: October 5, 2010

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? _____
5. New name of the limited liability company: _____
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: Item 8 in the Application by Foreign Limited Liability Company for
Authorization to Transact Business in Florida should be checked to reflect that the
limited liability company is a manager-managed company.
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized. The information being amended is not required in Delaware.


Signature of a member or the authorized representative of a member

GCP SMART HOLDING, LLC, sole Member*

Typed or printed name of signee

*By: Marnie C. Helfand, Vice President

Filing Fee: \$25.00

**ATTACHMENT TO APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY
TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

The name and address of the sole manager is:

GCP Smart Holding, LLC
560 Oakwood Avenue, Suite 100
Lake Forest, IL 60045

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GCP WALDEN WOODS TWO, 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 FIRST DAY OF OCTOBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GCP WALDEN WOODS TWO, LLC" WAS FORMED ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2010.

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

4879065 8300

100959138

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8263137

DATE: 10-01-10