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(Requestor's Name)

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JUL 28 2015

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 725609 4301938

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : July 28, 2015

ORDER TIME : 4:05 PM

ORDER NO. : 725609-005

CUSTOMER NO: 4301938

FOREIGN FILINGS

NAME: GP WAREHOUSE INVESTMENT  
PROPCO THREE, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: \_\_\_\_\_

FILED  
15 JUL 28 AM 9:50  
TALLAHASSEE, FL 32301

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

*IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. GP Warehouse Investment Propco Three, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. c/o Grosvenor Investments North America, Inc.,  
2 Commerce Square, 2001 Market Street, Suite 200, Philadelphia, PA 19103  
(Street Address of Principal Office)

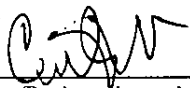
6. % Grosvenor Investments North America, Inc.  
2001 Market Street, Suite 200, Philadelphia, PA 19103  
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(City) (Zip code)

**Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Registered agent's signature)

**Courtney Williams**  
**Asst. Vice President**

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

HS/GP Warehouse Investment Company, LLC, Sole Member, c/o Grosvenor Investments North America, Inc.  
2 Commerce Square, 2001 Market Street, Suite 200, Philadelphia, PA 19103

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

See attached signature page

\_\_\_\_\_  
Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Scott A. Brody

\_\_\_\_\_  
Typed or printed name of signee

FILED  
15 JUL 28 PM 9 50  
TALLAHASSEE, FLORIDA  
15 JUL 28 PM 9 50

**Signature Page to  
Application by Foreign Limited Liability Company  
for Authorization to Transact Business in Florida  
of  
GP Warehouse Investment Propco Three, LLC**

Dated: July 27, 2015

**HS/GP WAREHOUSE INVESTMENT COMPANY,  
LLC, a Delaware limited liability company, as Sole  
Member**

By: GP Warehouse Investment  
Member One, LLC, a Delaware Limited  
Liability Company, a Contributing Member

By: Grosvenor Investments North America,  
Inc., its sole member

By: /s/ Scott A. Brody  
Name: Scott A. Brody  
Title: Senior Vice President

By: GP Warehouse Investment  
Member Two, LLC, a Delaware Limited  
Liability Company, a Contributing Member

By: Grosvenor Investments North America,  
Inc., its sole member

By: /s/ Scott A. Brody  
Name: Scott A. Brody  
Title: Senior Vice President

FILED  
15 JUL 28 AM 9:56  
CLERK OF DISTRICT COURT  
JUL 28 2015

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GP WAREHOUSE INVESTMENT PROPCO THREE, 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 TWENTY-EIGHTH DAY OF JULY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GP WAREHOUSE INVESTMENT PROPCO THREE, LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF JULY, A.D. 2015.

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

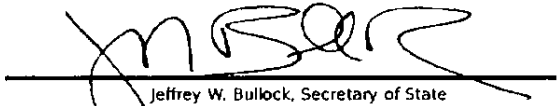
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SECRETARY OF STATE  
DELAWARE

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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2595138

DATE: 07-28-15