

Document Number Only

M97000000146

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200002125362--8

-03/26/97--01136--011
*****35.00 *****35.00

GFT Florida Management LLC

200002125362--8

-03/26/97--01136--012
*****52.50 *****52.50

200002125362--8

-03/26/97--01136--013
*****52.50 *****52.50

☐ Profit

☐ NonProfit

☒ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

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3-24

3-24 3/24/97
J. TAX FILING _____
R. AGENT FEE 105.00
C. COPY 25.00
TOTAL 130.00
N. BANK _____
BALANCE DUE _____
REFUND _____

File 1st

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

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

1. GPH Florida Management, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their
abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. Applied for
(FEI number, if applicable)
4. January 22, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist
or "perpetual")
6. Upon qualification
(Date first transacted business in Florida.)
c/o Gibson & Associates
7. 360 Butterfield Road, Suite 400
P.O. Box 4808
Oak Brook, IL 60522-4808 Attn: Robert Pachmayer
(Street address of principal office)
8. C T CORPORATION SYSTEM
(Name of the registered agent of foreign limited liability company)
9. c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road,
Plantation, Florida 33324
(Florida registered office address)
10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

Robert Pachmayer (MGRM)

360 Butterfield Road, Suite 400
P.O. Box 4808
Oak Brook, IL 60522-4808

Wesley Gibson (MGRM)

360 Butterfield Road, Suite 400
P.O. Box 4808
Oak Brook, IL 60522-4808

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 24 PM 1:17

George Washington Howard, II

(MGRM)

George W. Howard II

360 Butterfield Road, Suite 400

P.O. Box 4808

Oak Brook, IL 60522-4808

*

3-20-97

(Date)

*

see above

(Signature of a Member or Authorized Representative of a member)

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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.

C T Corporation System

By: *James M. Halpin*

(Signature)

3/20/97

(Date)

James M. Halpin

(Type Name of Officer)

Asst. Secretary

(Title of Officer)

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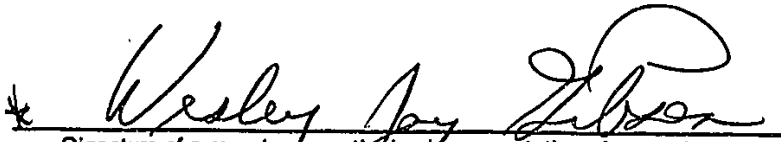
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

GPH Florida Management, L.C.

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 3,500.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 3,500.00. This total includes amounts from 2 and 3 above.


Signature of a member or 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.)

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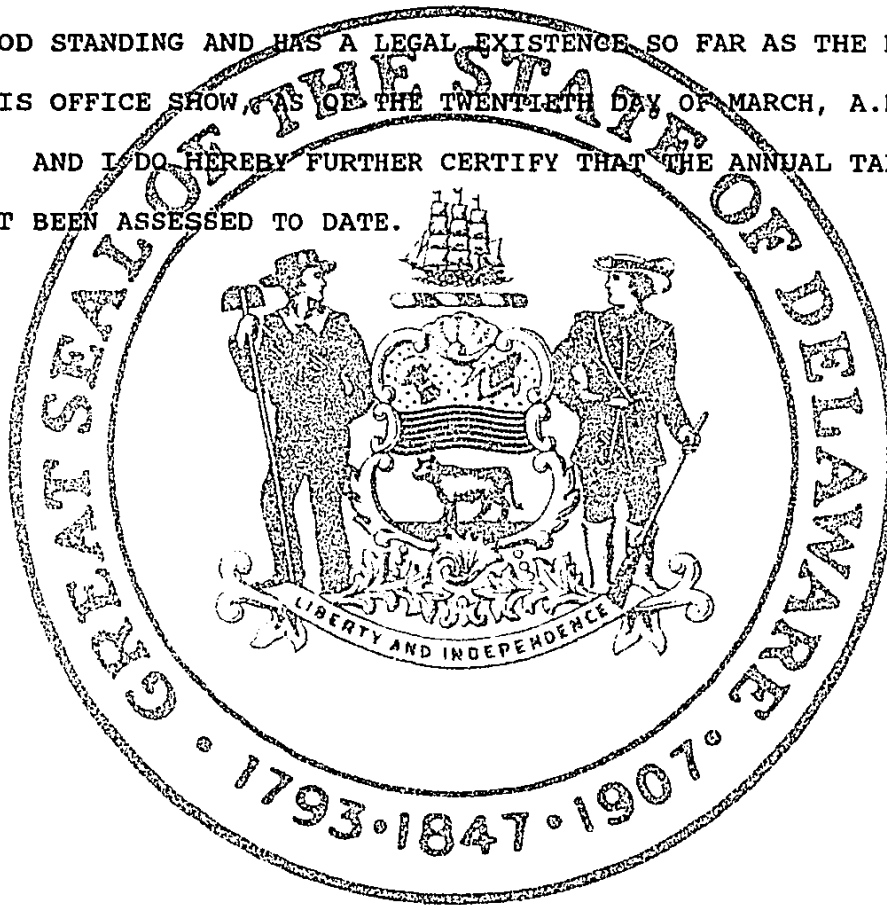
Filing Fee: \$52.50 for Affidavit

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GPH FLORIDA MANAGEMENT, L.L.C." 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 TWENTIETH DAY OF MARCH, A.D. 1997. AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8383128

03-20-97