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ACCOUNT NO. : 072100000032

REFERENCE : 906283 4364692

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 285.00

FILED
SECRETARY OF CORPORATIONS
98 JUL 29 PM 1:13

ORDER DATE : July 27, 1998

ORDER TIME : 11:06 AM

ORDER NO. : 906283-015

CUSTOMER NO: 4364692

CUSTOMER: Susan Langlais Steveken, Esq
Langlais & Schumacher, P.a.
1303 S. Frontage Rd.
Ste. 13
Hastings, MN 55033

300002601693--8

FOREIGN FILINGS

NAME: GP TAMPA, LLC

(6)

BPL
7/29/98

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

RECEIVED
98 JUL 29 PM 12:17
DIVISION OF CORPORATION

**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:

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1. GP Tampa, LLC
 (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. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. Minnesota 3. 83-0302435
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. July 8, 1998 5. Perpetual
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. August 1, 1998
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1303 South Frontage Road, Suite 13
Hastings, MN 55033
 (Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)


NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Dennis M. Govednik <hr/>	Manager <hr/>	<hr/>	<hr/>
1303 So. Frontage Rd., Suite 6 <hr/>	<hr/>	<hr/>	<hr/>
Hastings, MN 55033 <hr/>	<hr/>	<hr/>	<hr/>
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of _____
GP Tampa, LLC _____ deposes and says:

- 1) the above named limited liability company is a single member LLC. _____
- 2) the total amount of cash contributed by the member(s) is \$ 100.00
- 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 \$ 100.00. 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.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: GP Tampa, LLC

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, FL. 32301

(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.

By: Merryl Wiener Merryl Wiener-Asst. V.P.
(Signature)

7/27/98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

RESOLUTION OF BOARD OF DIRECTORS

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I, the undersigned Dennis M. Govednik, do hereby certify that this Resolution of the manager/managing member of GP Tampa, LLC, a limited liability company duly organized and existing under the laws of the State of Minnesota, was duly adopted on 7/23, 1998.

Resolved, that GP Tampa, LLC, organized and existing in the State of Minnesota, hereby adopts the name GP TPA, LLC for use in Florida.

Dated: 7/23/98


Dennis M. Govednik, President

State of Minnesota

SECRETARY OF STATE

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Certificate of Good Standing

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered to do business by filing an application for a certificate of authority with the Office of the Secretary of State on the date listed below; the limited liability company is governed by Chapter 322B of Minnesota Statutes; and this limited liability company is authorized to do business as a limited liability company at the time this certificate is issued.

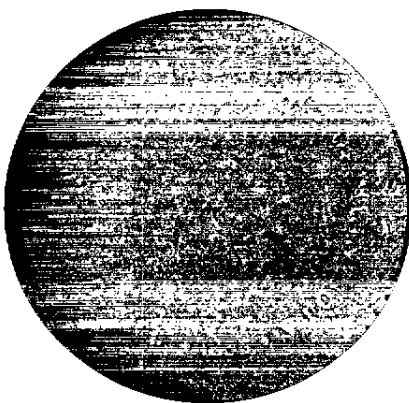
Name: GP TAMPA, LLC

Date Formed or Registered: July 8, 1998

State of Organization: Minnesota

This certificate has been issued on July 17, 1998.

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Joan Anderson Grove
Secretary of State.