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Michael Mays

SECTION

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FOREIGN LIMITED LIABILITY COMPANY

GP (FL) FUNDING, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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

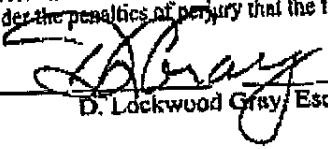
IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. GP (FL) FUNDING L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. December 10, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. December 14, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Principal office: 6 East Bay Street, Suite 400, Jacksonville, FL 32202
8. Limited liability company is managed by the following individuals:

W.C. Gentry	Peter T. Kirkwood
Mary K. Phillips	Mark A. Ferrucci
Corinne C. Hodak	
9. The usual business addresses of the managing members or managers are the same as #7 above, except the following:

Mark A. Ferrucci	Peter T. Kirkwood
c/o CT Corporation System	601 Bayshore Blvd, Suite 700
Corporation Trust Center	Tampa, Florida 33606
1209 Orange Street	
Wilmington, DE 19801	
10. Attached is 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 law 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: For the purpose of conducting any and all lawful business, including, but not limited to, those activities set forth on Exhibit "A" attached hereto.

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)


D. Lockwood Gray Esq.

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EXHIBIT "A"

1. **Purposes.** The purpose to be conducted or promoted by the Company is to engage in the following activities:

(a) to purchase, accept an assignment of, acquire, own, hold, collect, pledge, sell, finance or otherwise assign all or any portion of fees awarded in conjunction with litigation brought on behalf of a certain state or states against tobacco companies (the "Fee Award");

(b) to take any and all steps necessary or desirable to administer, secure and collect the Fee Award;

(c) to acquire, own, hold, sell, transfer, service, convey, safekeep, dispose of, pledge, assign, borrow money against, finance, refinance or otherwise deal with the Fee Award, publicly or privately and whether with unrelated third parties or with affiliated entities;

(d) to own equity interests in other limited liability companies or partnerships whose purposes are restricted to those set forth in clauses (a) through (c) above;

(e) to engage in any lawful act or activity and to exercise any powers permitted to limited liability companies organized under the laws of the State of Delaware provided that such act, activity or powers are related or incidental to and necessary, for the accomplishment of the above-mentioned purposes;

(f) to borrow money and otherwise incur indebtedness from third parties and to pledge or otherwise grant security interests in its assets to secure such indebtedness, but only to the extent permitted hereunder;

(g) to issue limited liability company interests as provided for herein and any other securities deemed appropriate by the Board of Directors of the Company; and

(h) to take any and all other actions necessary to maintain the existence of the Company as a limited liability company in good standing under the laws of the State of Delaware and/or to qualify the Company to do business as a foreign limited liability company in any other state in which such qualification, in the opinion of the Board of Directors, is required.

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DELAWARE

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

PURSUANT TO THE PROVISIONS OF SECTION 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 (FL) FUNDING LLC

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

D. Lockwood Gray
(Name)

Annis, Mitchell, Cockey, Edwards & Roehn, P.A.

201 N. Franklin Street, Suite 2200
Florida street address (P.O. Box NOT ACCEPTABLE)

Tampa, Florida 33602
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, F.S.


D. Lockwood Gray

\$100.00
\$ 25.00
\$ 30.00
\$ 5.00

Filing Fee for Application
Designation of Registered Agent
Certified Copy (optional)
Certificate of Status (optional)

10687-001-693237

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PAGE 1

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GP (FL) FUNDING 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 DECEMBER, A.D. 1999.

FILED

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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

12-10-99

DATE:

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