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**To:**

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**From:**

**Account Name : SHUMAKER, LOOP & KENDRICK LLP**  
**Account Number : 075500004387**  
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**Email Address:** arecchio@slk-law.com

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**GSP Midwest, Inc.**

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**Articles Of Incorporation  
Of  
GSP Midwest, Inc.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I  
NAME**

The name of the Corporation is GSP Midwest, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESSES**

The Corporation's principal office address is:

5400 140<sup>th</sup> Avenue North  
Clearwater, Florida 33760

The Corporation's mailing address is:

14055 46<sup>th</sup> Street North, Suite 1112  
Clearwater, Florida 33762

**ARTICLE III  
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of common stock, \$0.01 par value per share.

**ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Geoffrey L. Neuhoff  
5400 140<sup>th</sup> Avenue North  
Clearwater, Florida 33760

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**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have five (5) directors to hold office until the first annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and address of the initial directors of the Corporation are as follows:

Names:

Paul F. Neuhoff  
Geoffrey L. Neuhoff  
Colleen Chappell  
Matthew Palinkin  
Jan Davis

Address:

5400 140<sup>th</sup> Avenue North  
Clearwater, Florida 33760

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the person signing these Articles as Incorporator are as follows:

Geoffrey L. Neuhoff  
5400 140<sup>th</sup> Avenue North  
Clearwater, Florida 33760

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7<sup>th</sup> day of May, 2015.

  
\_\_\_\_\_  
Geoffrey L. Neuhoff  
Incorporator

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

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, 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 Corporation is **GSP Midwest, Inc.**
2. The name and street address of the registered agent and office in the State of Florida are:

Geoffrey L. Neuhoff  
5400 140<sup>th</sup> Avenue North  
Clearwater, Florida 33760

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Geoffrey L. Neuhoff  
Registered Agent

Dated: May 7, 2015

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