

THE HERBICK COMPANY, INC

AN INVESTMENT COMPANY

Meriden, NJ
(201) 539-1390

2295 Corporate Blvd., N.W., Suite 222, P.O. Box 5010, Boca Raton, FL 33431-0810
(561) 241-9880 FAX (561) 241-9887

Beverly Hills, CA
(310) 273-9525

VIA FEDERAL EXPRESS

September 8, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400002635014--6
-09/09/98--01041--001
4095.00 *113.75

Re: ARTICLES OF INCORPORATION FOR THE FOLLOWING:

G-P 2NH6 LR I, INC.
G-P 2NH6 LR II, INC.
G-P 2NH6 LR III, INC.
G-P 2NH6 LR IV, INC.
G-P 2NH6 LR V, INC.
G-P 2NH6 LR VI, INC.
G-P 2NH6 LR VII, INC.

G-P 2NH6 LR VIII, INC.

G-P 2NH6 LR IX, INC.

G-P 2NH6 LR X, INC.

G-P 2NH6 LR XI, INC.

G-P 2NH6 LR XII, INC.

G-P 2NH6 LR XIII, INC.

G-P 2NH6 LR XIV, INC.

G-P 2NH6 LR XV, INC.

G-P 2NH6 GROUP I, INC.

G-P 2NH6 WOODLAND, INC.

G-P 2NH6 DAVIS, INC.

G-P 2NH6 GROUP II, INC.
G-P 2NH6 VACAVILLE, INC.
G-P 2NH6 TRACY, INC.
G-P 2NH6 VALIJO MRWLE, INC.
G-P 2NH6 CORONA, INC.
G-P 2NH6 BAKERSFIELD, INC.
G-P 2NH6 ANAHEIM, INC.
G-P 2NH6 GROUP V, INC.
G-P 2NH6 CHARLESTON, INC.
G-P 2NH6 GROUP VI, INC.
G-P 2NH6 JOPLIN, INC.
G-P 2NH6 ST. JOSEPH, INC.
G-P 2NH6 GROUP VII, INC.
G-P 2NH6 CHGO-SHLR PK, INC.
G-P 2NH6 GROUP VIII, INC.
G-P 2NH6 GROUP IX, INC.
G-P 2NH6 GROUP X, INC.
G-P 2NH6 GROUP XI, INC.

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for each of the above referenced corporations, together with a check in the amount of \$4,095.00 which represents the filing fee of \$35.00 for each corporation, the registered agent fee of \$35.00 for each corporation, and \$43.75 for five (5) Certificates of Status for each corporation.

Please return a filed copy of the Articles of Incorporation, and the Certificates of Status for each of the above referenced corporations to me at the above street address via Federal Express. Our Federal Express account number is 1065-0238-2. Thank you for your assistance with this matter.

Very truly yours,

Sue Deverson
Sue Deverson, CLA
Certified Legal Assistant

/sd

Enclosures

c: Mr. Bob Klein w/enclosures

\\corporate\state53.ltr

Handwritten initials

**ARTICLES OF INCORPORATION
OF
G-P 2NH6 LR VIII, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is G-P 2NH6 LR VIII, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 2295 Corporate Boulevard, N.W., Suite 222, P. O. Box 5010, Boca Raton, Florida 33431-0810.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Hundred (100) shares, at no par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is c/o The Herrick Company, Inc., 2295 Corporate Boulevard, N.W., Suite 222, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at that office is Norton Herrick.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator of the corporation is Norton Herrick, The Herrick Company, Inc., 2295 Corporate Boulevard, N.W., Suite 222, Boca Raton, Florida 33431.

ARTICLE VI

INITIAL DIRECTOR

The name and street address of the individual who is to serve as the sole initial director of the corporation is:

Norton Herrick

c/o The Herrick Company, Inc.
2295 Corporate Boulevard, N.W.
Suite 222
Boca Raton, Florida 33431

ARTICLE VII

PURPOSE

The corporation's activities will be limited to the following:

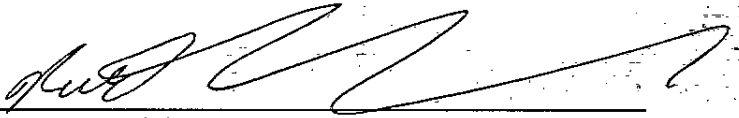
- A. The corporation shall not engage in any business activity other than holding its interest in 2NH6 LR VIII, Ltd., a Florida limited partnership.
- B. The corporation shall not incur any indebtedness.
- C. The corporation shall not merge or consolidate with another entity.

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 4th day of September, 1998.



Norton Herrick
Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of G-P 2NH6 LR VIII, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 4th day of September, 1998.

By: _____

Norton Herrick

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SECRETARY OF STATE
TALLAHASSEE FLORIDA