

Filing Fee: \$100.00

ID Number: 41390



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**LIMITED PARTNERSHIP**

**APPLICATION FOR CERTIFICATE OF REGISTRATION  
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is GP Laurel Associates Limited Partnership  
(The name must contain the words "limited partnership" or the letters and punctuation "L P")  
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

2. The limited partnership is organized under the laws of Maryland  
and the date of its formation is October 16, 1989

3. The general character of the business it proposes to transact in Rhode Island is:  
Owner of real estate

4. The name and address of the agent for service of process is Brad A. Gordon, c/o Gilbane Building Company  
(Name of Agent)  
7 Jackson Walkway Providence RI 02903  
(Street Address, not P O Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:  
7 Jackson Walkway, Providence, RI 02903

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OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION

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By C37086

7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
<u>Gilbane Properties, Inc</u>	<u>7 Jackson Walkway, Providence, RI 02903</u>
_____	_____
_____	_____
_____	_____

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

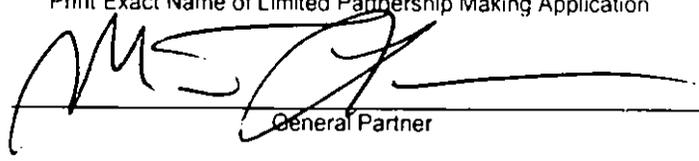
7 Jackson Walkway, Providence, RI 02903

9. A mailing address for the foreign limited partnership is 7 Jackson Walkway, Providence, RI 02903

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

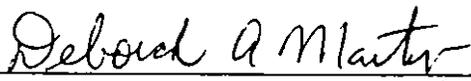
Date: July 8, 2004

G P Laurel Associates Limited Partnership  
Print Exact Name of Limited Partnership Making Application

By  \_\_\_\_\_  
General Partner

STATE OF Rhode Island  
COUNTY OF Providence

In Providence, on this 8th day of July, 2004, personally appeared before me Matthew P. Lawrence who, being by me first duly sworn, declared that he/she is a general partner of G P Laurel Associates Limited Partnership that he/she signed the foregoing document as a general partner of the limited partnership, and that the statements herein contained are true.

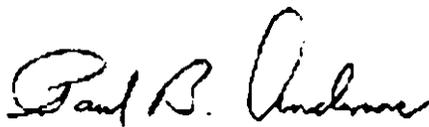
  
Notary Public  
My Commission Expires: 11/10/06

**STATE OF MARYLAND**  
**Department of Assessments and Taxation**

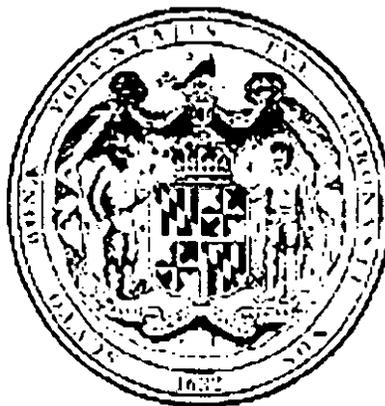
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO LIMITED PARTNERSHIPS OR THE RIGHTS OF LIMITED PARTNERSHIPS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT GP LAUREL ASSOCIATES LIMITED PARTNERSHIP IS A LIMITED PARTNERSHIP EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND, AND THAT THE LIMITED PARTNERSHIP IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JULY 07, 2004.



Paul B. Anderson  
Charter Division



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*Fax (410) 333-7097*