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COMMONWEALTH OF KENTUCKY
TREY GRAYSON, SECRETARY OF STATE
ANNUAL REPORT
DUE JUNE 30, 2008



0562881

ORGANIZATION ID #
0562881

STATE OR COUNTRY OF INCORPORATION

AL

ORGANIZATION DATE

06/26/2003

FILING FEE

\$15.00

(1) EXACT LIMITED LIABILITY COMPANY NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

Changes made to the principal office address cannot be made on this form. Check (3)A to request a form to be mailed or download the form from our web site

GP HOLDING, LLC
2600 E SOUTH BOULEVARD
SUITE 225
MONTGOMERY, AL 36116

RECEIVED

MAR - 5 2008

(2) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made on this form. Complete (3)B to request a form to be mailed or download form from web site.

CT CORPORATION SYSTEM
KENTUCKY HOME LIFE BUILDING
LOUISVILLE, KY 40202

(3) A. Statement of Change of Principal Office Address Form
B. Statement of Change of Registered Agent or Registered Office Form
MAIL FORM TO

SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY

(4) MANAGEMENT. Verify the Management type. Foreign LLCs should indicate below whether they are managed by members or managers.

The LLC is managed by managers

(5) MANAGER(S) OR MEMBER(S) If (5) is blank, type or print the names and business addresses of the current managers, if manager-managed, or members, if member-managed. The annual report will be returned if business addresses are not listed. If the company has previously filed an annual report, verify the names of the managers or members listed below. Please note any additions to or changes in the names of managers or members and give the business address for each person listed.

Howard B. Upchurch	2600 E. South Blvd., STE 225 Montgomery, AL 36116
William W. Jordan	2600 E. South Blvd., STE 225 Montgomery, AL 36116
Wylene B. Craft	2600 E. South Blvd., STE 225 Montgomery, AL 36116

I VERIFY THAT THE INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

GP Holding, LLC

Signature of Manager or Member

Wylene B. Craft

Type or Print Name

1/28/08

Date

ANNUAL REPORT AND FILING FEE

Submit for filing the completed annual report form and correct filing fee as indicated above. Make check payable to the "Kentucky State Treasurer". Please do not send cash.

MAILING ADDRESS

Trey Grayson
Secretary of State
P O Box 1150
Frankfort, KY 40602-1150

OFFICE LOCATION

Secretary of State
State Capitol, Room 154
700 Capital Avenue
Frankfort, KY 40601
(502)-564-2848

NOTE: P O Box 1150 is for annual report filings only.