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November 16, 2005

#### **CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

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GREC	C Conversions XXI, Ltd.	PEC B
	Filing Evidence  □ Plain/Confirmation Copy	Type of Document  Certificate of Status
	☑ Certified Copy	⊠ Certificate of Good Standing Standin
		□ Articles Only
	Retrieval Request  Photocopy  Certified Copy	<ul> <li>□ All Charter Documents to Include Articles &amp; Amendments</li> <li>□ Fictitious Name Certificate</li> <li>□ Other</li> </ul>
	NEW FILINGS	AMENDMENTS
	Profit	Amendment
	Non Profit	Resignation of RA Officer/Director
	Limited Liability	Change of Registered Agent
	Domestication	Dissolution/Withdrawal
X	Other	Merger
	OTHER FILINGS	REGISTRATION/QUALIFICATION
	Annual Reports	Foreign
	Fictitious Name	Limited Liability
	Name Reservation	Reinstatement
	Reinstatement	Trademark
		Other

### CERTIFICATE OF LIMITED PARTNERSHIP

1.	GREC Conversions XXI, Ltd.	
	GREC Conversions XXI, Ltd.  (Name of Limited Partnership; must contain a suffix as "Limited", "Ltd." or "Limited Partnership")  8500 S.W. 8 <sup>th</sup> Street, Suite #228, Miami, Florida 33144  (Business address of Limited Partnership)  Jose Luis Machado  (Name of Pagistered Agent for Service of Process)	
2	8500 S.W. 8 <sup>th</sup> Street, Suite #228, Miami, Florida 33144	
2.	(Business address of Limited Partnership)	
3.	Jose Luis Machado من المحاصلة	
	(Name of Registered Agent for Service of Process)	
4.	8500 S.W. 8th Street, Suite #238, Miami, Florida 33144	
т.	(Florida Street Address for Registered Agent)	
	//////	
5.	(Parished A services of Process)	
	(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)	
6.	8500 S.W. 8th Street, Suite #228, Miami, Florida 33144	
	(Mailing Address of the Limited Partnership)	
7	The latest date upon which the Limited Partnership is to be dissolved is	
7.	12/31/2035	
	12/31/2033	
8.	Name of General Partner(s): Street Address:	
	-GREC Palm Management, Inc. 8500 S.W. 8 <sup>th</sup> Street, Suite #228	
	PUテロロレンスフラフ Miami, Florida 33144	
Ur	nder penalties of perjury we declare that we have read the foregoing and know the	
	ntents thereof and that the facts stated herein are true and correct.	
Si	gned this <u>15</u> day of November, 2005.	
Si	gnature of General Partner:	
GI	REC Palm Management, Inc.	
	Florida Corporation and	
G	eneral Partner	
By		
	Agustin Herran, President	

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of GREC CONVERSIONS XXI, LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$6,045,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$6,045,000.00.

Signed this / day of November, 2005.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signature of General Partner:

GREC Palm Management, Inc.

A Florida Corporation and General Partner

Agus n Herron President