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FROM: CHERRY & SPENCER, P.K. 1665 PALM BEACH LAKES BLUD.
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  7/05/95
                          PLORIDA DIVISION OF CORPORATIONS
                               PUBLIC ACCESS SYSTEM
                           ELECTRONIC FILING COVER SHEET
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  TO: DIVISION OF CORPORATIONS
      DEPARTMENT OF STATE
      STATE OF FLORIDA
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      409 EAST GAINES STREET
                                               W. PALM BEACH FL 3340170000
                                     CONTACT: JULIE N KRAUNS
                                                                     TALLAHASSEE, FL 32399
                                               (407) 471-7767
FAX: (904) 922-4000
                                       PHONE:
                                               (407) 471-7974
                                                                     e in
                                                                          (4)
                                         FAX:
(((195000007430)))
                              DOCUMENT TYPE:
                                               FLORIDA LIMITED PARTNERSHIP
                  NAME: GREENHILL REAL ESTATE, LTD.
     FAX AUDIT NUMBER: H95000007430
                                                 CURRENT STATUS: REQUESTED
       DATE REQUESTED: 07/05/1995
                                                 TIME REQUESTED: 11:03:46
                                         CERTIFICATE OF STATUS: 0
     CERTIFIED COPIES: 1
     NUMBER OF PAGES: 2
                                            METHOD OF DELIVERY: FAX
    ESTIMATED CHARGE: $140.00
                                                ACCOUNT NUMBER: 072100000272
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(((H95000007430)))
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 7/05/95
                         FLORIDA DIVISION OF CORPORATIONS
                                                                            11:03 AM
                               PUBLIC ACCESS SYSTEM
(((H95000007430)))
                          ELECTRONIC FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS
                                        FROM: CHERRY & SPENCER, P.A.
                                              1665 PALM BEACH LAKES BLVD.
     DEPARTMENT OF STATE
     STATE OF FLORIDA
     409 EAST GAINES STREET
                                              W. PALM BEACH FL 33401-0000
     TALLAHASSEE, FL 32399
                                    CONTACT: JULIE N KRAUSS
                                      PHONE: (407) 471-7767
FAX: (407) 471-7974
FAX: (904) 922-4000
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FAN:
                 AFFIDAVIT OF CAPITAL CONTRIBUTION
                                                                   311331, N OE (1065,044 4013)
STATE OF FLORIDA
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BEFORE ME, the undersigned personally appeared Richard G.

COUNTY OF PALM BEACH

RECEIVED

90:11HV 9-70C96

FAN: H95000007430

CERTIFICATE OF LIMITED PARTNERSHIP OF GREENHILL REAL ESTATE, LTD. a Florida limited partnership

FILED

95 JUL-6 RI H 36

SECRETARY OF STATE

FALL PROCEED FLORIDA

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

- 1. The name of the Limited Partnership is GREENMILL REAL ESTATE, LTD.
- 2. The business address of the Partnership is 1665 Palm Beach Lakes Boulevard, Suite 600, West Palm Beach, FL 33401.
- 3. The name and address of the agent for service of process on the Partnership are: Richard G. Cherry, 1665 Palm Beach Lakes Blvd., Suite 600, West Palm Beach, FL 33401.
- 4. The name and business address of the general partner is: GREENHILL REAL ESTATE, INC., a Florida corporation, 1665 Palm Beach Lakes Blvd., Suite 600, West Palm Beach, FL 33401.
- 5. The mailing address of the Parmership is: 1665 Palm Beach Lakes Blvd., Suite 600, West Palm Beach, FL 33401.
- 6. The latest date upon which the limited partnership is to be dissolved is July 5, 2015.

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

THIS DOCUMENT WAS PREPARED BY

Richard G. Cherry, Esq. CHERRY & SPENCER, P.A. 1665 Palm Beach Lakes Boulevard Suite 600 West Palm Beach, Florida 33401 (407) 471-7767 (407) 471-7974 (Facsimile) Florida Bar No.: 303860

FAN: H95000007430

FAN: H95000007430		Ess	9	
IN WITNESS WHEREOF, this Ce the sole general partner of Greenhill Real		FIGERAL OF	- S- Taing	ed by FILE
	a Florida corporation, General Partner	LORDA	괌 1: 39	Ō
	By: Richard S. Cherry, President	dent	 _	

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Greenhill Real Estate, Ltd., a Florida Limited Partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Registered Agent

Richard G. Cherry

Date: 7/5/95

GREENHILL REAL ESTATE, LTD. Page -2-

FAN: H95000007430

07/496/5/3 09137 OFERRY & SPENCER + DIV OF CONFORTIONS

SECRETARY OF STATE
TALLAMASSEE, FLORIDA

FAN: H95000007430

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF PLORIDA COUNTY OF PALM BEACK

BEFORE ME, the undersigned personally appeared Richard G. Charry, as President of Greenhill Real Estate, Inc., a Florida corporation, constituting all of the general partners of Greenhill Real Estate, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, cortified as follows:

- 1. The amount of the capital contributions to date of the limited partners is \$0.00.
- 2. The total amount contributed and anticipated to be contributed by the limited partners at this time is \$100.00.

FURTHER AFFIANT SAYETH NAUGHT.

Under panalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Gonoral Partner

Greenhill Real Estate, Inc.

a Florida corporation

Richard G. Cherry, President

Date: July 5, 1995

BEFORE ME the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Richard G. Cherry, as President of Greenhill Real Estate, Inc., a Florida corporation, the general partner of Greenhill Real Estate, Ltd., who is personally known to me, and he acknowledged that he executed the foregoing Affidavit of Capital Contributions as such officer of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 5th day of July, 1995.

NOTAD

PUBLIC

Hotary Public

(Official Seal)

FAN: H95000007430

JULIE N. KRAUSS
My Comm Exp. 5/04/97
Bonded By Service Las
No. CC267331

HD: 920 PUUL/002

12/04/90

GSH

GSH

-CHANGED:

Acknowledgement

W. P. Verifyer

9:42 AM FLORIDA DIVISION OF CORPORATIONS 8/03/95 PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET (((H9500000B513))) PROM: CHERRY & SPENCER, P.A. TO: DIVISION OF CORPORATIONS 1665 PALM BEACH LAKES BLVD. DEPARTMENT OF STATE STATE OF FLORIDA 409 EAST GAINES STREET W. PALM BEACH FL 33401-00000 CONTACT: JULIE N KRAUSS TALLAHASSEE, FL 32399 PHONE: (407) 471-7767 FAX: (904) 922-4000 FAX: (407) 471-7974 DAUIC AMENDMENT DOCUMENT TYPE: ((([[95000008513))) NAME: GREENHILL REAL ESTATE, LTD. CURRENT STATUS: REQUESTED FAX AUDIT NUMBER: H95000008513 TIME REQUESTED: 09:42:24 DATE REQUESTED: 08/03/1995 CERTIFICATE OF STATUS: 0 CERTIFIED COPIES: 1 METHOD OF DELIVERY: FAX NUMBER OF PAGES: 1 ACCOUNT NUMBER: 072100000272 Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed ESTIMATED CHARGE: \$87.50 without the information contained on this page. Romember to type the Fax Audit number on the top and bottom of all pages of the document. (((H95000008513))) ENTER 'M' FOR MENU. ** ENTER SELECTION AND <CR>: • FDX • 2400 E71 • LOG CLOSED • PRINT OFF • ON-LINE Alt-z FOR HELP" IBM PC 9:42 AM FLORIDA DIVISION OF CORPORATIONS B/03/95 PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET (((195000008513))) FROM: CHERRY & SPENCER, P.A. TO: DIVISION OF CORPORATIONS 1665 PALM BEACH LAKES BLVD. DEPARTMENT OF STATE STATE OF FLORIDA W. PALM BEACH FL 33401-00000 EE 409 EAST GAINES STREET FILLO FIARY OF OF COMPO CONTACT: JULIE N KRAUSS TALLAHASSEE, FL 32399 PHONE: (407) 471-7767 FAX: (407) 471-7974 w FAX: (904) 922-4000 BASIC AMENDMENT DOCUMENT TYPE: (((H95000008513))) SS NAME: GREENHILL REAL ESTATE, LTD. CURRENT STATUS: REQUESTED FAX AUDIT NUMBER: H95000008513 TIME REQUESTED: 09:42:24 DATE REQUESTED: 08/03/1995 CERTIFICATE OF STATUS: 0 CERTIFIED COPIES: 1 METHOD OF DELIVERY: FAX NUMBER OF PAGES: 1 ACCOUNT NUMBER: 072100000272 Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed ESTIMATED CHARGE: \$87.50 without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document Nante 15000001016 (((H95000008513))) Availability ** ENTER 'M' FOR MENU. ** ENTER SELECTION AND <CR>: . FDX . 2400 E71 . LOG CLOSEDOSUIPREINT OFF . ON LINE Alt-Z FOR HELP" IBM PC GSH Examiner 9:43 AM CORPORATE DETAIL RECORD SCREEN 8/03/95 GSH. FLD: 04/20011989 ST:FL ACTIVE/FL LP NUM: A28251 FLD: 12/29/1992 LAST: CONTRIBUTION CHANGE Updater FEI## 65-0158279 ACT CONT 990.00 **GSH** Verifyer : VSB, LTD.

45 :11 KA 8- 8U 11: 24

GEARINED.

NAME

ADDRESS

PRINCIPAL: & DRAPER AND KRAMER, INC.

33 W. MONROE ST.

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AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP OF GREENHILL REAL ESTATE, LTD.

The undersigned, being the sole General Partner of GREENHILL REAL ESTATE, LTD., a Florida limited partnership (the "Partnership"), on behalf of itself and on behalf of the Limited Partner, hereby desires to amond the Cortificate of Limited Partnership and states as follows:

- 1. The name of the Partnership is GREENHILL REAL ESTATE, LTD. and its document number is A95000001016.
- 2. The date of filing of the Certificate of Limited Partnership of the Partnership was July 6, 1995.
- 2. Greenhill Real Estate, Inc. the existing general partner of the Partnership, is desirous of amending the Certificate of Limited Partnership of the Partnership.
- 5. The Certificate of Limited Partnership of the Partnership is hereby amended to change the name of the Partnership from GREENHILL REAL ESTATE, LTD. to GREENHILL LUXURY HOMES, LTD.

IN WITNESS WHEREOF the undersigned has hereunto set its hand and seal as of the 3 2 day of August, 1995

GREENHILL REAL ESTATE, INC. a Florida corporation, General Partner

By: Richard G. Cherry, Vice President

STATE OF FLORIDA COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared. Richard G. Cherry, known to me and known by me to be the personal described in and who executed the foregoing and who acknowledged; before me that he executed the same, as Vice President of GREENHILL REAL ESTATE, INC., a Florida corporation, for the uses and purposes therein expressed. He is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid, this 3 day of August, 1995.

Notary Public

(Official Seal)

JULE N. KRAUSS

My Comm Exp. 5/04/97

Bonded By Service Ins

No. CC267331

Hydrog New 110m LB

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Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

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SIGNATURE

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Typod or Printed Name of General Plattern, signing Flores

Doris Koerner, VP of Greenhill Real Estates Investments, Inc., Gen. Partner

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