

B110000 00077

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

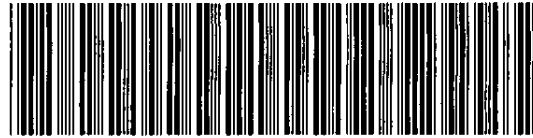
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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04/11/11--01022--009 **1061.25

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11 APR 11 PM 12:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR
APR 11 2011
EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 APR 11 PM 2:06

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FGHP Phase III Limited Partnership

Buck

Signature

Requested by: SETH

04/11/11 11:00

Name

Date

Time

Walk-In

Will Pick Up

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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- Courier _____

Signature _____

Requested by: SETH 04/11/11 11:00
 Name Date Time

Walk-In _____ Will Pick Up _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FGHP Phase III Limited Partnership
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida.

Please return all correspondence concerning this matter to:

Jeffrey A. Aman
Contact Person
Aman Law Firm
Firm/Company
282 Crystal Grove Blvd.
Address
Lutz, Florida 33548-6460
City, State and Zip Code
jbenowitz@pemcap.com
E-mail address: (to be used for future annual report notification)

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 APR 11 PM 2:06

For further information concerning this matter, please call:

W. Monsees Stubbs, Jr. at (212) 759-0400
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)
- \$1,008.75 Filing Fees and Certificate of Status
- \$1,052.50 Filing Fees and Certified Copy
- \$1,061.25 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA

1. FGHP Phase III Limited Partnership

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.

2. Delaware

State or Country of Formation

3. December 28, 1992

Date of Formation

SECRET
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11 APR 11 PM 2:06
DIVISION OF CORPORATIONS

4. Name of Registered Agent for Service of Process and Florida Street Address:

Aman Law Firm

282 Crystal Grove Blvd.

Lutz, Florida 33548-6460

5. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature of Registered Agent

7. Principle Office:

800 Westchester Ave.

N-641

Rye Brook, NY 10573

8. Mailing Address:

c/o Pembroke Capital LLC

645 Fifth Ave., Suite 705

NY, NY 10022

9. If limited partnership is a limited liability limited partnership, check box

10. Name, principal office address, and mailing address of each general partner:

Name of General Partner: Garmont Phase III, Inc.

Name of General Partner: _____

Street Address: 800 Westchester Ave., N-641

Street Address: _____

Rye Brook, NY 10573

Mailing Address: c/o Pembroke Capital LLC

Mailing Address: _____

645 Fifth Ave., Suite 705, NY, NY 10022

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

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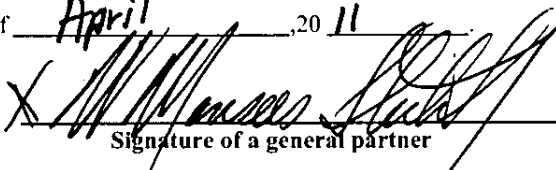
Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

11. **Effective date, if other than the date of filing:** _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 8th day of April, 20 11
FGHP Phase III, Inc.,
a Delaware corporation
By: W. Monsees Stubbs, Jr., VP  Signature of a general partner

The individual signing this document affirm that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "FGHP PHASE III LIMITED PARTNERSHIP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF LIMITED PARTNERSHIP, FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1992, AT 12:31 O'CLOCK P.M.

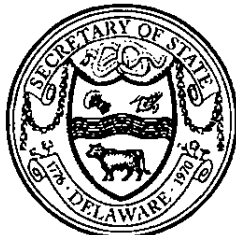
CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "FGHP NORTHPORT PHASE III LIMITED PARTNERSHIP" TO "FGHP PHASE III LIMITED PARTNERSHIP", FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1992, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED PARTNERSHIP, "FGHP PHASE III LIMITED PARTNERSHIP".

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

2320436 8310

110386156



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8676799

DATE: 04-06-11