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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

GREENHILLGROUP S.A., INC.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. **GREENHILLGROUP S.A., INC.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ine," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **REPUBLIC OF PANAMA**

(State or country under the law of which it is incorporated)

3. **N/A**

(FEI number, if applicable)

4. **01-08-2009**

(Date of incorporation)

5. **PERPETUAL**

(Duration: Year corp. will cease to exist or "perpetual")

6. **UPON QUALIFICATION**

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **3155 NE 184 STREET # 8201 - AVENTURA, FL 33160**

(Principal office address)

3155 NE 184 STREET # 8201 - AVENTURA, FL 33160

(Current mailing address)

8. **COMMODITIES**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **DESIRE OBADIA**

Office Address: **3155 NE 184 STREET # 8201**

AVENTURA

(City)

, Florida **33160**

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this application, 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.

DESIRE D. OBADIA

(Registered agent's signature)

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

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: DESIRE OBADIA

Address: 3155 NE 184 STREET # 8201
AVENTURA, FL 33160

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: ANGIE LISETT MENDOZA CARDENAS

Address: 3155 NE 184 STREET # 8201
AVENTURA, FL 33160

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. DESIRE OBADIA

(Typed or printed name and capacity of person signing application)

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PUBLIC DOCUMENT NUMBER ONE HUNDRED SEVENTY NINE

-----179-----

UNDER WHICH DOCUMENTS ARE SUBJECT TO PROTOCOL IN RELATION WITH THE CONTINUATION
AS COMPANY IN THE REPUBLIC OF PANAMA OF GREENHILL GROUP S.A., A BUSINESS COMPANY
CONSTITUED IN THE REPUBLIC OF PANAMA)-----

-----PANAMA, JANUARY 6TH, 2.009-----

IN THE CITY OF PANAM, CAPITAL OF THE REPUBLIC OF PANAMA, AND HEAD OF THE NOTARY
CIRCUIT WITH THE SAME NAME, ON THE SIXTH (6) DAY OF THE MONTH OF JANUARY TWO
THOUSAND NINE (2.009), BEFORE ME, DOCTOR BENIGNO VERGARA CARDENAS, EIGHT NOTARY
PUBLIC FROM THE PANAMA CIRCUIT OF NOTARIES, CARRIER OF PERSONAL IDENTITY CARD
NUMBER SEVEN-SEVENTYTHREE-FIVE HUNDRED TEN (7-73-510), APPEARED PERSONALLY,
LICENSED IMOGENE WILSON, WOMAN, PANAMEAN, OVER AGE, SINGLE, SECRETARY, WITH
PERSONAL IDENTITY CARD NUMBER EIGHT-SEVEN HUNDRED TWENTYFIVE-SIX HUNDRED FIFTY
NINE (8-725-659, WHOM I KNOW, IN HER CHARACTER AS LEGAL REPRESENTATIVE OF THE SOCIETY
OF LAWYERS BUFETE ENDERS INC., AND MANIFESTED THE FOLLOWING:-----

FIRST: THAT THE COMPANY GREENHILL GROUP S.A. IS A COMPANY IN THE REPUBLIC OF
PANAMA , AS PER DIRECTORS RESOLUTION FROM THE COMPANY DATED JANUARY SIXTH
(6th)TWO THOUSAND NINE (2.009)----

SECOND: THAT SHE GAVE ME FOR ITS PROTOCOLIZATION, AS IN EFFECT I PROTOCOLIZE,
DOCUMENTS REDACTED IN SPANISH, WHICH ARE TRANSCRIBED IN THE COPY OF THIS
INSTRUMENT -----

THE PROTOCOLIZATION REQUESTED REMAINS DONE, AND COPIES REUQUESTED BY INTERESTED
PARTIES WILL BE EXTENDED.

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REPUBLICA DE PANAMA

PAPEL NOTARIAL



NOTARIA OCTAVA DEL CIRCUITO DE PANAMA

ESCRITURA PUBLICA NUMERO CIENTO SETENTA Y NUEVE -----

----- (179) ----- (ep) -----

Por la cual se constituye la sociedad anónima denominada GREENHILL GROUP
S.A. -----

----- Panamá, 6 de enero de 2009. -----

En la ciudad de Panamá, Capital de la República y Cabecera del Circuito Notarial del mismo nombre, a los seis (6) días del mes de enero, del dos mil nueve (2009), ante mí, Dr. BENIGNO VERGARA CÁRDENAS, Notario Público Octavo del Circuito Notarial de Panamá, con cédula de identidad personal número siete - setenta y tres - quinientos diez (7-73-510), compareció personalmente, IMOGENE WILSON, mujer, mayor de edad, soltera, secretaria, panameña, vecina de esta ciudad, con cédula de identidad personal número ocho-setecientos veinticinco-seiscientos cincuenta y nueve (8-725-659), actuando en nombre y representación de ENDERS INC., sociedad panameña inscrita en la Sección Mercantil del Registro Público a cinco uno uno dos cero cero (511200), Documento ocho ocho uno siete cero ocho (881708), quien está debidamente facultada para este acto según consta en el Registro Público, y REY TAYLOR, varón, mayor de edad, casado, oficinista, panameño, vecino de esta ciudad, con cédula de identidad personal número ocho-quinientos catorce-mil novecientos diez (8-514-1910), actuando en nombre y representación ROCKALL INC., sociedad panameña inscrita en la Sección Mercantil del Registro Público a Ficha cinco uno uno dos cero ocho (511208), Documento ocho ocho uno siete tres cuatro (891734) quien está debidamente facultada para este acto según consta en el Registro Público, a quienes conozco, y me pidieron que hiciera constar, como en efecto lo hago que desean formar una sociedad anónima según las disposiciones de la Ley Treinta y Dos (32) del veintiséis (26) de febrero de mil novecientos veintisiete (1927), de la República de Panamá y han convenido en un Pacto Social conforme a las cláusulas siguientes:-----