

10/22/2015

FAX

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GUNSTER-YOAKLEY

05/05/2015

Division of Corporations

F/15000003729

**Florida Department of State
Division of Corporations
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(((H15000253522 3)))



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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
GREENSILL CAPITAL MANAGEMENT COMPANY (US) INC.**

Certificate of Status	1
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Fax Audit Number No.
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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F15000003729

(Document number of corporation (if known))

1. GREENSILL CAPITAL MANAGEMENT COMPANY (US) INC.

(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE

(Incorporated under laws of)

3. AUGUST 24, 2015

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 20, 2015

5. GREENSILL CAPITAL INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Jason Austin
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

JASON AUSTIN
(Typed or printed name of person signing)

Secretary
(Title of person signing)

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Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GREENSILL CAPITAL MANAGEMENT COMPANY (US) INC.", CHANGING ITS NAME FROM "GREENSILL CAPITAL MANAGEMENT COMPANY (US) INC." TO "GREENSILL CAPITAL INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF OCTOBER, A.D. 2015, AT 10:26 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



5348376 8100
SR# 20150565844

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


Jeffrey W. Bullock, Secretary of State

Authentication: 10275813
Date: 10-21-15

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H15000253522 3

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:26 AM 10/20/2015
FILED 10:26 AM 10/20/2015
SR 20150565844 - File Number 5348376

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION
OF
GREENSILL CAPITAL MANAGEMENT COMPANY (US) INC.**

GREENSILL CAPITAL MANAGEMENT COMPANY (US) INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

1. By unanimous joint written consent of the board of directors and the sole shareholder of the Corporation, resolutions were duly adopted, in accordance with the provisions of Sections 141 and 228 of the DGCL, setting forth an amendment to the Certificate of Incorporation of the Corporation (the "Amendment") and declaring such Amendment to be in the best interests of the Corporation.

2. The resolution setting forth the Amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing Article FIRST and SECOND so that, as amended, said Articles shall be and read as follows:

'FIRST: The name of the Corporation shall be: GREENSILL CAPITAL INC.

SECOND: Its registered office in the State of Delaware is to be located at 850 New Burton Road, Suite 201, Dover, Kent County, Delaware 19904, and its registered agent at such address is NATIONAL CORPORATE RESEARCH, LTD.'

RESOLVED, that the Corporation shall file with the Delaware Department of State the Amendment to effectuate such changes, and such Amendment be, and is hereby, approved, adopted, and confirmed in all respects.

3. The effective time of the Amendment will be upon filing with the Delaware Secretary of State.

4. The foregoing amendment was duly adopted in accordance with the provisions of Sections 141 and 228 of the General Corporation Law of the State of Delaware.

Executed as of the 19th day of October, 2015

GREENSILL CAPITAL MANAGEMENT
COMPANY (US) INC.

By: [Signature]
Name: JASON AUSTIN
Title: Secretary

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