

P95000051957

(((H95000007414)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-Z FOR HELP* IBM PC

• FDX • 2400 E71 • LOG CLOSED • PRINT OFF • ON-LINE

7/05/95

FLORIDA DIVISION OF CORPORATIONS

10:29 AM

PUBLIC ACCESS SYSTEM

(((H95000007414)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: CHERRY & SPENCER, P.A.

DEPARTMENT OF STATE

1665 PALM BEACH LAKES BLVD.

STATE OF FLORIDA

W. PALM BEACH FL 33401-0000

409 EAST GAINES STREET

CONTACT: JULIE N KRAUSS

TALLAHASSEE, FL 32399

PHONE: (407) 471-7767

FAX: (904) 922-4000

FAX: (407) 471-7974

(((H95000007414)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GREENHILL REAL ESTATE, INC.

FAX AUDIT NUMBER: H95000007414

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/05/1995

TIME REQUESTED: 10:29:00

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

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 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.

(((H95000007414)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-Z FOR HELP* IBM PC

• FDX • 2400 E71 • LOG CLOSED • PRINT OFF • ON-LINE

FILED
95 JUL -5 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

95 JUL -5 PM 3:00

RECEIVED

FAN: H95000007414

ARTICLES OF INCORPORATION
OF
GREENHILL REAL ESTATE, INC.

ARTICLE I

Name

The name of the corporation is GREENHILL REAL ESTATE, INC. and its principal business address 1665 Palm Beach Lakes Blvd., Suite 600, West Palm Beach, FL 33401.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

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: H95000007414

FILED
95 JUL -5 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAN: H95000007414

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1665 Palm Beach Lakes Blvd., Suite 600, West Palm Beach, Florida and the name of the initial registered agent of this corporation at the address is Richard G. Cherry.

ARTICLE VI

Incorporators

The name and address of the person signing these articles is:

Richard G. Cherry	1665 Palm Beach Lakes Boulevard
	Suite 600
	West Palm Beach, Florida 33401

ARTICLE VII

Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

FAN: H95000007414

ARTICLE VIII

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

FAN: H95000007414

FAN: H95000007414

ARTICLE X

Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of July, 1995.

Richard G. Cherry
Richard G. Cherry

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Richard G. Cherry
Richard G. Cherry
DATE 7/5/95

ARTICLES OF INCORPORATION
GREENHILL REAL ESTATE, INC.
Page -4-

FAN: H95000007414

FILED
95 JUL -5 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000051957

08/17/95 16:59

CHERRY & SPENCER, P.A. 922-4000

08/21/95 10:14:12

8/17/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

3:14 PM

((H95000009123)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: CHERRY & SPENCER, P.A.
1665 PALM BEACH LAKES BLVD.

FAX: (904) 922-4000

W. PALM BEACH FL 33401-0000
CONTACT: JULIE N KRAUSS
PHONE: (407) 471-7767
FAX: (407) 471-7974

((H95000009123)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: GREENHILL REAL ESTATE, INC.
FAX AUDIT NUMBER: H95000009123

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/17/1995

TIME REQUESTED: 15:13:59

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

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 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.

((H95000009123)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-Z FOR HELP* IBM PC * FDX * 2400 E71 * LOG CLOSED * PRINT OFF * ON-LINE

8/17/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

3:14 PM

((H95000009123)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: CHERRY & SPENCER, P.A.
1665 PALM BEACH LAKES BLVD.

FAX: (904) 922-4000

W. PALM BEACH FL 33401-0000
CONTACT: JULIE N KRAUSS
PHONE: (407) 471-7767
FAX: (407) 471-7974

((H95000009123)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: GREENHILL REAL ESTATE, INC.
FAX AUDIT NUMBER: H95000009123

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/17/1995

TIME REQUESTED: 15:13:59

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

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 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.

((H95000009123)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-Z FOR HELP* IBM PC * FDX * 2400 E71 * LOG CLOSED * PRINT OFF * ON-LINE

8/17/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

3:16 PM

((H95000009124)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET

FROM: CHERRY & SPENCER, P.A.
1665 PALM BEACH LAKES BLVD.

W. PALM BEACH FL 33401-0000

RECEIVED

1665

1000 1000 1000



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

August 10, 1995

GREENHILL REAL ESTATE, INC.
1665 PALM BEACH LAKES BLVD.
SUITE 600
W PALM BEACH, FL 33401

SUBJECT: GREENHILL REAL ESTATE, INC.
REF: P95000051957

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX And. #: E95000009123
Letter Number: 495A00038794

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

DIVISION OF CORPORATIONS

95 AUG 18 AM 9:48

RECEIVED

FAN:H95000009123

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
GREENHILL REAL ESTATE INC.

1. The following provisions of the Articles of Incorporation of GREENHILL REAL ESTATE, INC., a Florida corporation, filed in Tallahassee on July 5, 1995 under document number P95000051957, be and they are hereby amended in the following particulars:

Article I be and is hereby amended to read as follows:

"Article I

Name

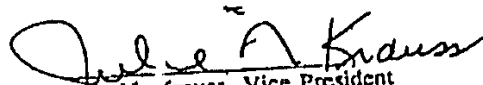
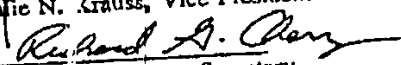
The name of this corporation is GREENHILL REAL ESTATE INVESTMENTS, INC. and its principal business address is 10164 Aspen Way, Palm Beach Gardens, FL 33410."

2. There are no designated voting groups.

and Shareholders

3. The foregoing amendment was unanimously adopted by the Directors of the Corporation on the 17th day of August, 1995.

IN WITNESS WHEREOF the undersigned have hereunto set their hands and seals this 17 day of August, 1995.


Julie N. Krauss, Vice President

Richard G. Cherry, Secretary

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:h95000009123

FILED
1995 AUG 18 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA