POULTOUS METHOD OF DELIVERY: FAX O F ACCOUNT NUMBER: 072100000272 STIMATED CHARGE: \$122.50 Not: 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. (((H95000009125))) 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 3:18 PM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET (((H95000009125))) PRON: CHERRY & SPENCER, P.A. 1665 PALM BEACH LAKES BLVD. TO: DIVISION OF CORPORATIONS 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 DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. (((H95000009125))) NAME: GREENHILL REAL ESTATE, INC. FAX AUDIT NUMBER: H95000009125 DATE REQUESTED: 08/17/1995 CURRENT STATUS: REQUESTED TIME REQUESTED: 15:18:05 CERTIFICATE OF STATUS: 0 CERTIFIED COPIES: 1 NUMBER OF PAGES: 5 ESTIMATED CHARGE: \$122.50 METHOD OF DELIVERY: FAX
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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 18, 1995

RICHARD G. CHERRY, ESQ. CHERY & SPENCER, P.A. W PALM BEACH, FL

SUBJECT: GREENHILL REAL ESTATE, INC. REF: W95000016668

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

This document was previously filed on July 5, 1995.

Please raturn 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) 487-6934.

Loria Poole Corporate Specialist FAM Aud. #: M95000009125 Letter Number: 495800038776

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

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ARTICLES OF INCORPORATION OF GREENHILL RHAL ESTATE, INC.

ARTICLE I

Name

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

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

NO.213 P033/005

PAN: 1195000009125

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 same 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.

ARTICLES OF INCORPORATION GREENHILL REAL ESTATE, INC. Page -2-

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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.

ARTICLES OF INCORPORATION GREENHILL REAL ESTATE, INC. Page -3-

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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 smend 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 17th day of August, 1995.

Richard S. Cherry

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPOPATION, 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.

Richard G. Cher

DATE S

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