Filing Fee: $75.00 **ID Number: 00009753**

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1411 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is **GRUBB & ELLIS COMPANY**

2. It is incorporated under the laws of **DELAWARE**

3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on **11/05/97**, authorizing it to transact business in Rhode Island under the name of: **GRUBB & ELLIS COMPANY**

4. The corporate name of the corporation has been changed to **NO CHANGE**

(If no change, so indicate.)

5. The name, if different, which it elects to use in Rhode Island is:

   (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

   (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

NO CHANGE

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Revised: 12/05

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase *(If there has been no increase in shares, insert "no change"):*

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100,000,000	COMMON		$0.01
10,000,000	PREFERRED		NO PAR VALUE

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 102,139,540.

   (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is $ 0.

   (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*]

9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $ 272,939,956.

   (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is $ 0.

   (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*]

10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

11. This Application for Amended Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 10/17/08

_____
Signature of Authorized Officer of the Corporation

ANDREA BILLER, SECRETARY
Type or Print Name of Authorized Officer

State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this office on this day:

October 28, 2008 12:09 PM

A. RALPH MOLLIS

Secretary of State

27357-2-268328