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Filing Fee: \$100.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

GREENTHAL/HARLAN REALTY SERVICES COMPANY LIMITED PARTNERSHIP

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership including without abbreviation the words limited partnership is GREENTHAL/HARLAN REALTY SERVICES COMPANY LIMITED PARTNERSHIP and, if different, the name which it proposes to register and transact business in the State of Rhode Island is N/A (If not applicable, so state)

SECOND: It is organized under the laws of NEW YORK and the date of its formation is MAY 26, 19 94

THIRD: The general character of the business it proposes to transact in Rhode Island is: PROMOTE, SOLICIT, AND CONDUCT REAL ESTATE ASSET MANAGEMENT AND DISPOSITION SERVICES

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 123 DYER STREET, PROVIDENCE, RI 02903

and the name of the agent resident in Rhode Island at that address is CT CORPORATION SYSTEM

FILED

AUG 31 1994

By [Signature] 28314

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is.....
FOUR PARK AVENUE, THIRD FLOOR, NEW YORK, NEW YORK 10016-5339.....

SEVENTH: The name and business address of each general partner (s):

General Partner (s)	Address (es)
GREENTHAL/HARLAN REALTY SERVICES CORP.	FOUR PARK AVENUE, THIRD FLOOR
	NEW YORK, NEW YORK 10016-5339

EIGHTH: The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions ..FOUR PARK AVENUE, THIRD FLOOR.....
NEW YORK, NEW YORK 10016-5339.....

NINTH: A mailing address for the foreign limited partnership
FOUR PARK AVENUE, THIRD FLOOR.....
NEW YORK, NEW YORK 10016-5339.....

TENTH: A statement of the aggregate capital contributions of the limited partner (s)
The Charles H. Greenthal Group, Inc. - right, title and interest in a certain joint venture
transferred to the limited partnership deemed to be \$50,000.00.
.....
The Harlan Company, Inc. - right, title and interest in a certain joint venture
transferred to the limited partnership deemed to be \$50,000.00.
.....

ELEVENTH: Such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine whether such foreign limited partnership is entitled to a certificate of authority to transact business in this state and to determine and assess the fees payable as in this chapter prescribed.

Dated AUGUST, 19 94

GREENTHAL/HARLAN REALTY SERVICES COMPANY LIMITED
(Exact name of Limited Partnership making application)
GREENTHAL/HARLAN REALTY SERVICES CORP. (general partner)

By Lance N. West General Partner(s)
President

State of NEW YORK

County of NEW YORK

} Sc.

At in said county on this 24th day of AUGUST, 19 94, personally appeared before me

LANCE N. WEST

THE PRESIDENT OF THE who, being by me first duly sworn, declared that he/she is a General Partner of the GREENTHAL/HARLAN REALTY SERVICES COMPANY LIMITED PARTNERSHIP, that he/she signed the foregoing document as a General Partner of the limited partnership, and that the statements therein contained are true.

Phyllis Klein
Notary Public

PHYLLIS KLEIN
NOTARY PUBLIC, State of New York
No. 24-4716685
Qualified in Kings County
Commission Expires August 31, 19 94

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
GREENTHAL/HARLAN REALTY SERVICES COMPANY, L.P.

(Under Section 121-201 of the
Revised Limited Partnership Act)

The undersigned, for the purpose of forming a limited
partnership pursuant to the Revised Limited Partnership Act of

State of New York }
Department of State } ss.

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is
a correct transcript of said original.

Witness my hand and seal of the Department of State on

AUG 12 1994

Ed I. Steyer
Secretary of State

DOS-200 (12/87)

Lance N. West, President

007672-00003/92115.3

AUG 12 1994