

Division of Corporations

B09000000016

Florida Department of State
Division of Corporations
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Stephanie J.
29627

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To:
Division of Corporations
Fax Number : (850) 617-6383

From:
Account Name : BILZIN SUMBERG BAENA PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 351-2122

FLORIDA/FOREIGN LP/LLP

Rialto Residential Opportunity Fund, LP

| | |
|-----------------------|------------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$1,061.25 |

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FEB 11 2009

EXAMINER

H090000306673

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP TO TRANSACT BUSINESS IN FLORIDA

1. Rialto Residential Opportunity Fund, LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or L.L.P.

(If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.)

2. Delaware

(State or Country of Formation)

3. January 29, 2009

(Date of Formation)

4. C T Corporation System

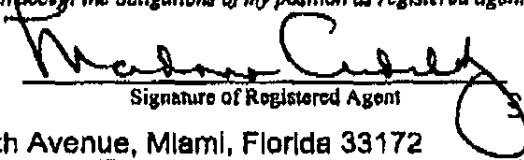
(Name of Registered Agent for Service of Process)

5. 1200 South Pine Island Road

(Florida street address for Registered Agent)

Plantation, Florida 33324

6. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature of Registered Agent

Madonna Cuddihy

Special Assistant Secretary

7. 700 N.W. 107th Avenue, Miami, Florida 33172

(Principal office address)

8. If limited partnership is a limited liability limited partnership, check box

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FAX: 3053747593

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9. 700 N.W. 107th Avenue, Miami, Florida 33172
(Mailing address)

10. Name, principal office address, and mailing address of each general partner:

RL Partners GP, LLC
(Name)

700 N.W. 107th Avenue
(Street Address)
Miami, Florida 33172

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

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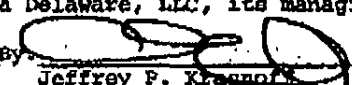
| | |
|--------|-------------------|
| _____ | _____ |
| (Name) | (Street Address) |
| _____ | _____ |
| _____ | (Mailing Address) |
| _____ | _____ |
| (Name) | (Street Address) |
| _____ | _____ |
| _____ | (Mailing Address) |

11. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 2nd day of February, 20 09

Signature of a general partner: RL Partners GP, LLC;
a Delaware LLC, its general partner
By: Rialto Capital Management, LLC,
a Delaware, LLC, its managing member
By: 
Jeffrey P. Krausoff
Managing Member

Filing Fees: \$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIALTO RESIDENTIAL OPPORTUNITY FUND, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JANUARY, A.D. 2009.

4649918 8300

090080225

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7107480

DATE: 01-29-09

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