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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

SEP - 1 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RP Realty Partners Fund II, L.P.
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida. Please return all correspondence concerning this matter to:

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TALLAHASSEE, FLORIDA

Melissa Murry
Contact Person

Incorporating Services, Ltd.
Firm/Company

1540 Glenway Drive
Address

Tallahassee, FL 32301
City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Melissa at () 656-7956
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)
- \$1,008.75 Filing Fees and Certificate of Status
- \$1,052.50 Filing Fees and Certified Copy
- \$1,061.25 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. RP Realty Partners Fund II, L.P.
(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 LLLP.

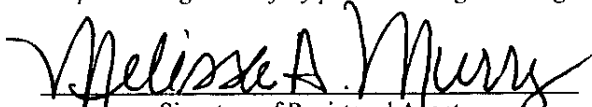
If name unavailable, name under which the limited partnership or limited liability limited partnership
proposes to register to transact business in Florida; must contain acceptable suffix.

2. Delaware 3. 4/28/2006
State or Country of Formation Date of Formation

4. Incorporating Services, Ltd.
Name of Registered Agent for Service of Process

5. 1540 Glenway Drive
Florida street address for Registered Agent
Tallahassee, FL 32301

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
Melissa A. Murry, Assistant Secretary

7. 9601 Wilshire Boulevard, Suite 260
Principal office address
Beverly Hills, CA 90210

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

9. 9601 Wilshire Boulevard, Suite 260
(Mailing address)
Beverly Hills, CA 90210

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

RP Realty Partners GP II, LLC
Name

9601 Wilshire Boulevard, Suite 260
Street Address
Beverly Hills, CA 90210

MO9000003428

same
Mailing Address

Name

Street Address

Name

Street Address

Name

Street Address

Mailing Address

Name	Street Address
Name	Street Address
	Mailing Address
	Mailing Address

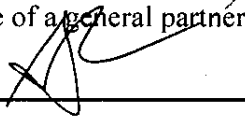
11. Effective date, if other than the date of filing: _____.

(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 27th day of August, 2009.

Signature of a general partner:



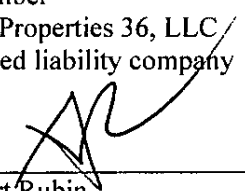
Filing Fees: \$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional): \$ 52.50
Certificate of Status (optional): \$ 8.75

RP REALTY PARTNERS FUND II, L.P.
a Delaware limited partnership

By: Its General Partner
RP REALTY PARTNERS GP II, LLC
a Delaware limited liability company

By: Its Sole Member
Rubin Pachulski Properties 36, LLC
a California limited liability company

By:



A. Stuart Rubin
President