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FLORIDA/FOREIGN LP/LLLP
Rialto Real Estate Fund III - Debt, LP

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47274
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Certificate of Status	1
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Page Count	03
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2017 MAY 23 PM 1:35
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MAY 24 2017

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

1. RIALTO REAL ESTATE FUND III - DEBT, 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 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 State or Country of Formation 3. 8/21/15 Date of Formation

4. Federal Employer Identification Number: 47-5005821

5. Name of Registered Agent for Service of Process and Florida Street Address:

CT Corporation System 1200 South Pine Island Road Plantation, FL 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

Judith Argao Vice President and Assistant Secretary

7. Principal Office: 790 NW 107th Avenue, 4th Floor Miami, Florida 33172

8. Mailing Address: 790 NW 107th Avenue, 4th Floor Miami, Florida 33172

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

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

Name of General Partner: Rialto Partners GP III - Debt, LLC Name of General Partner: Street Address: 790 NW 107th Avenue, 4th Floor Miami, Florida 33172 Mailing Address: 790 NW 107th Avenue, 4th Floor Miami, Florida 33172

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Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ 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 22nd day of May, 2017

By: Rialto Partners GP III - Debt, LLC, its general partner



Signature of a general partner
By: Liat Heller, Vice President

The individual signing this document affirm that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

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

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIALTO REAL ESTATE FUND III - DEBT, 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-THIRD DAY OF MAY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

5808590 8300

SR# 20173885170

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

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