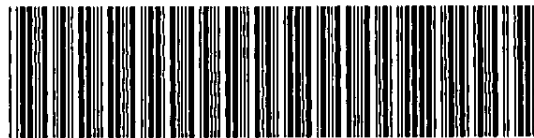


L10000101674



200259047962

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

04/30/14--01003--019 **25.00

Special Instructions to Filing Officer:

Office Use Only

DIVISION OF CORPORATE &

14 APR 30 AM 11:35

RECEIVED

FILED
CORPORATE &
DIVISION

14 APR 30 AM 11:11

Conversion
@ 5/2/14

CT Corporation System

April 30, 2014

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 9129530 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida :

Please obtain the following:

RL BB FINANCIAL, LLC (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 . Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RL BB Financial, LLC

Name of Florida Limited Liability Company

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.605.1045, F.S.

Please return all correspondence concerning this matter to:

Lori Buckler

Contact Person

Rialto Capital Advisors, LLC

Firm/Company

790 NW 107th Avenue, Suite 400

Address

Miami, FL 33172

City, State and Zip Code

amendoza@bilzn.com

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

For further information concerning this matter, please call:

Andres Mendoza

at (305) 350-7304

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$25.00 Filing Fee \$30.00 Filing Fee and Certificate of Status \$55.00 Filing Fee and Certified Copy \$60.00 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

CR2E106 (02/14)

FILED
DIVISION OF CORPORATIONS
14 APR 30 AM 11

Articles of Conversion
For
Florida Limited Liability Company
Into
"Converted or Other Business Entity"

FILED
14 APR 30 AM 10:11

The Articles of Conversion is submitted to convert the following **Florida Limited Liability Company** into an **"Other Business Entity"** in accordance with s. 605.1045, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

RL BB Financial, LLC

Enter Name of Florida Limited Liability Company

2. The name of the "Converted or Other Business Entity" is:

RL BB Financial, LLC

Enter Name of "Converted or Other Business Entity"

3. The "Converted or Other Business Entity" is a limited liability company

(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware

on April 30, 2014 (Enter state, or if a non-U.S. entity, the name of the country)
(Date of organization, formation or incorporation)

and the formation document is attached (if applicable).

4. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 605, F.S.

5. This conversion shall be effective in Florida on: April 30, 2014
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

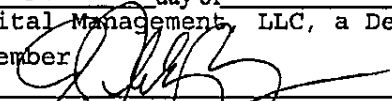
6. If the "Converted or Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Converted or Other Business Entity":

a.) Lists the following street and mailing address of an office the Florida Department of State may send and process served on the department pursuant to 605.0117 and Chapter 48.

Street Address: 730 NW 107th Avenue, Suite 400
Miami, FL 33172

Mailing Address: 730 NW 107th Avenue, Suite 400
Miami, FL 33172

7. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 30th day of April, 2014
Rialto Capital Management, LLC, a Delaware limited liability company,
its sole member
Signature: 

Must be signed by a Member or Authorized Representative

Printed Name: Thekla Salzman Title: Chief Administrative Officer

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$5.00 (Optional)