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Florida Department of State
Division of Corporations
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**Foreign Limited Liability Company
Rialto Real Estate Funding Co, LLC**

Certificate of Status	0
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1 OF 2. PLEASE FILE FIRST WITH H18000337569 3 SECOND

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. RIALTO REAL ESTATE FUNDING CO, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "LLC," or "LLC.")
RIALTO REAL ESTATE FUNDING COMPANY, LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "LLC," or "LLC.")

2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. (FEI number, if applicable)

4. (Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 790 NW 107TH AVENUE, SUITE 400
(Succet Address of Principal Office)

6. MIAMI, FLORIDA 33172
790 NW 107TH AVENUE, SUITE 400, MIAMI, FLORIDA 33172
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this application, 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.
Peter F. Souza
Assistant Secretary
(Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage issuer:
RIALTO REAL ESTATE FUND III - DEBT, LP, its sole member, by Rialto Partners GP III - Debt, LLC, its GP
790 NW 107th Avenue, Suite 400
Miami, Florida 33172

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)
Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.
Lori Buckler, Authorized Signatory
Typed or printed name of signer

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIALTO REAL ESTATE FUNDING CO, LLC" 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-SIXTH DAY OF NOVEMBER, A.D. 2018.

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

Handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

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