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Florida Department of State

Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:

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

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368*Please file 2nd**after
H1-221427
thanks*

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED

10 OCT -8 PM 1:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDALP/LLLP AMENDMENT/RESTATEMENT/CORRECTION
RIALTO RESIDENTIAL OPPORTUNITY FUND, LP

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$52.50

C. LEWIS

OCT 11 2010

EXAMINER

FILED

2010 OCT -8 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File 2nd

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Rialto Residential Opportunity Fund, LP
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Doris Galczak

Contact Person

Rialto Capital Advisors, LLC

Firm/Company

700 NW 107th Ave., Suite 200

Address

Miami, FL 33172

City, State and Zip Code

doris.galczak@rialto-capital.com

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

For further information concerning this matter, please call:

Doris Galczak

Name of Contact Person

at (905) 229-6441

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee

☐ \$61.25 Filing Fee
and Certificate of
Status

☐ \$105.00 Filing Fee
and Certified Copy

☐ \$113.75 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

FILED

2010 OCT -8 AM 9:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Rialto Residential Opportunity Fund, LP

2. The jurisdiction of its formation is: Delaware

B09000000016

3. The date the entity was authorized to transact business in Florida is: 02/10/2009

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Rialto Real Estate Fund, LP

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.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

Rialto Partners GP, LLC

M090000000562

700 NW 107th Avenue, Suite 200

Miami, FL 33172

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2010 OCT -8 AM 9:17

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

No change

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

n/a

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

☐

The entity elects to be a limited liability limited partnership.

☐

The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. 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.)

Signature of a general partner:



Typed or printed name:

Thekla Blaser Salzman, authorized Representative of
Rialto Partners GP, LLC, General Partner

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

Delaware

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The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "RIALTO RESIDENTIAL OPPORTUNITY FUND, LP", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "RIALTO REAL ESTATE FUND, LP", THE NINETEENTH DAY OF AUGUST, A.D. 2010, AT 3:40 O'CLOCK P.M.

4649918 8320

100967700

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8268788

DATE: 10-05-10