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Florida Department of State
Division of Corporations
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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FLORIDA/FOREIGN LP/LLLP
RREF CMBS AIV, LP

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$1,052.50

T. CLINE

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EXAMINER

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Help

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

1. RREF CMBS AIV, 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. June 2, 2011

Date of Formation

4. Federal Employer Identification Number: 38-3844962

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.

Connie Bryan
Signature of Registered Agent

Connie Bryan
Assistant Secretary

7. Principal Office:

730 NW 107 Avenue

Suite 400

Miami, FL 33172

8. Mailing Address:

730 NW 107 Avenue

Suite 400

Miami, FL 33172

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 LLC

Name of General Partner: _____

Street Address: 730 NW 107 Avenue Ste 400

Street Address: _____

Miami, FL 33172

Mailing Address: M09-562

Mailing Address: _____

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

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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 6th day of November, 2012

See Attached Page
Signature of a general partner

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.817.153, 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

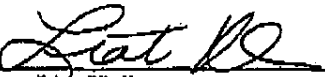
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TALLAHASSEE, FLORIDA

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*Signature page to Application by Foreign Limited Partnership or
Limited Liability Limited Partnership to Transact Business in Florida of
RREF CMBS AIV, LP*

RREF CMBS AIV, LP
a Delaware limited partnership

By: Rialto Partners GP LLC
a Delaware limited liability company
its General Partner

By: 
Name: Liat Heller
Title: General Counsel and
Chief Compliance Officer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RREF CMBS AIV, 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 SIXTH DAY OF NOVEMBER, A.D. 2012.

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


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUTHENTICATION: 9965507

DATE: 11-06-12




Jeffrey W. Bullock, Secretary of State