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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.

(((H13000062021 3)))



H130000620213ABCP

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

From: Account Name : C T CORPORATION S
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

FILED
2013 MAR 20 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(File 23)

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
13 MAR 25 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LP/LLLP
RIALTO REAL ESTATE FUND II, LP

Certificate of Status	0
Certified Copy	1
Page Count	081
Estimated Charge	\$1,052.50

W13-16007

RE-SUBMIT

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Corporate Filing Menu

Help

Date of submission 3/20

MAR 26 2013

<https://efile.sunbiz.org/scripts/efilcovr.exe>

3/18/2013 BRYAN



March 19, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: RIALTO REAL ESTATE FUND II, LP
REF: W13000016007FILED
2013 MAR 20 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You completed the wrong form,

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience. (3/20)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Joey Bryan
Regulatory Specialist IIFAX Aud. #: H13000062021
Letter Number: 913A00006372***RE-SUBMIT***Please retain original filing
date of submission 3/20

P.O BOX 6327 - Tallahassee, Florida 32314

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RIALTO REAL ESTATE FUND II, LP

Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida.

Please return all correspondence concerning this matter to:

Lori Buckler

Contact Person

Rialto Capital Management, LLC

Firm/Company

730 NW 107th Avenue

Address

Miami, FL 33172

City, State and Zip Code

lori.buckler@rialtocapital.com

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

For further information concerning this matter, please call:

Lori Buckler

at (305) 229-6688

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

<input type="checkbox"/> \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)	<input type="checkbox"/> \$1,008.75 Filing Fees and Certificate of Status	<input checked="" type="checkbox"/> \$1,052.50 Filing Fees and Certified Copy	<input type="checkbox"/> \$1,061.25 Filing Fee, Certified Copy, and Certificate of Status
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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
2013 MAR 20 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
2013 MAR 20 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. RIALTO REAL ESTATE FUND II, 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. 4/9/2012

Date of Formation

4. Federal Employer Identification Number: _____

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

C T Corporation System

1200 South Pine Island Road

Plantation, Florida 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.

By: _____

C T Corporation System

Signature of Registered Agent

Connie Bryan

Assistant Secretary

7. Principal Office:

730 NW 107th Avenue

Miami, Florida 33172

8. Mailing Address:

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 II, LLC #M13000001761

Street Address: 730 NW 107th Avenue

Miami, Florida 33172

Mailing Address: _____

Name of General Partner: _____

Street Address: _____

Mailing Address: _____

Name of General Partner: _____

Street Address: _____

Mailing Address: _____

Name of General Partner: _____

Street Address: _____

Mailing Address: _____

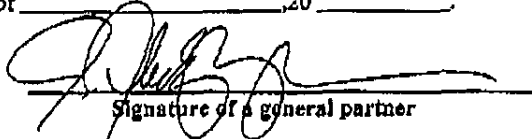
Name of General Partner: _____ Name of General Partner: _____
 Street Address: _____ Street Address: _____
 Mailing Address: _____ Mailing Address: _____

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 2013 MAR 20 AM 8:03
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 15 day of March, 2013


 Signature of a general partner

The individual signing this document affirms 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

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIALTO REAL ESTATE FUND II, 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 EIGHTEENTH DAY OF MARCH, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5137017 8300

130324909

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0290192

DATE: 03-18-13