

8/28/2013 16:36:18 From:

850 6176363

Division of Corporations

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Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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(((H13000186307 3)))



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RE-SUBMIT

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 retain original filing date of submission 8/21

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 AUG 28 PM 4:48
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FLORIDA/FOREIGN LP/LLP
RIALTO MEZZANINE PARTNERS FUND, LP

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

Please file 2nd After GP Qual

Electronic Filing Menu

Corporate Filing Menu

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August 22, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT

SUBJECT: RIALTO MEZZANINE PARTNERS FUND, LP
REF: W13000046709

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

The registered agent must sign accepting the designation.

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.

Neyssa Culligan
Regulatory Specialist II

FAX Aud. #: H13000186307
Letter Number: 413A00020032

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date of submission 8/21

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Rialto Mezzanine Partners Fund, 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 Mezzanine Partners Fund, LP

Firm/Company

790 NW 107TH AVENUE, SUITE 300

Address

MIAMI, FLORIDA 33172

City, State and Zip Code

SPERBQUESTS@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) 229-6675
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 type="checkbox"/> \$1,052.50 Filing Fees
and Certified Copy | <input type="checkbox"/> \$1,061.25 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

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

1. Rialto Mezzanios Partners Fund, 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 3. 7/16/13
State or Country of Formation Date of Formation

4. Federal Employer Identification Number: 90-1004611

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

CT 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: Connie Bryan
Signature of Registered Agent

Connie Bryan
Assistant Secretary

7. Principal Office:
790 NW 107TH AVENUE, SUITE 400
MIAMI, FLORIDA 33172

8. Mailing Address:
790 NW 107TH AVENUE, SUITE 400
MIAMI, FLORIDA 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 MEZZ PARTNERS GP, LLC
Name of General Partner:
Street Address: 790 NW 107TH AVENUE, SUITE 400 MIAMI, FLORIDA 33172
Street Address:
Mailing Address: 790 NW 107TH AVENUE, SUITE 400 MIAMI, FLORIDA 33172
Mailing Address:
Name of General Partner:
Name of General Partner:
Street Address:
Street Address:
Mailing Address:
Mailing Address:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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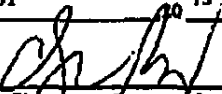
Name of General Partner: _____ Name of General Partner: _____
 Street Address: _____ Street Address: _____

 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 16th day of AUGUST 2013



 Signature of a general partner
 Cheryl Beza, Chief Accounting Officer

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.817.155, 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

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 TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RYALTO MESSEANINE PARTNERS FUND, 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 SIXTEENTH DAY OF AUGUST, A.D. 2013.


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

5367711 8300

130996742

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0670655

DATE: 08-16-13