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Division of Corporations
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From:

Account Name : C T CORPORATION SYSTEM
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FOREIGN PROFIT/NONPROFIT CORPORATION

RBC Real Estate Finance Inc.

Certificate of Status	0
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gf 4/29/08

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. RBC Real Estate Finance Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. pending

(FBI number, if applicable)

4. April 24, 2008

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. not applicable

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 11011 Richmond Avenue, Houston, TX 77042

(Principal office address)

11011 Richmond Avenue, Houston, TX 77042

(Current mailing address)

8. real estate finance company

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. 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

(City)

Florida 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation 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.

C T Corporation System

By: [Signature]

(Registered agent's signature)

Mark S. Eppley
Assistant Vice-President
and Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Please see attached sheet

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached sheet

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Judith Tompkins

(Signature of Director or Officer listed in number 12 of the application)

14. Judith Tompkins, Assistant Secretary

(Typed or printed name and capacity of person signing application)

DIRECTORS	ADDRESS
Blake Coules	11011 Richmond Avenue, 7th Floor, Suite 850 Houston Texas 77042
Ronald A. Day	3201 Beechleaf Court, 7th Floor, Highwoods Raleigh, North Carolina 27604-1547
Terry S. Earley	3201 Beechleaf Court, 7th Floor Raleigh, North Carolina 27604
Christopher D. Crosby	77 King Street West, 3rd Floor Toronto, Ontario M5W 1P9

OFFICERS	TITLE	ADDRESS
James W. Goodchild	President	11011 Richmond Avenue, 7th Floor Houston, Texas 77042
Richard Hartmann	Vice President	11011 Richmond Avenue, 7th Floor, Suite 850 Houston, Texas 77042
Nicholas Facciponte	Treasurer	11011 Richmond Avenue, 8th Floor Houston, Texas 77042
Lisa D. Levey	Secretary	One Liberty Plaza 165 Broadway New York, New York 10006
Judith Tompkins	Assistant Secretary	One Liberty Plaza 165 Broadway New York, New York 10006

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RBC REAL ESTATE FINANCE INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF APRIL, A.D. 2008.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6548914

DATE: 04-25-08