

Division of Corporations

Page 1 of 1

# L10000117353

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

From: Account Name : BILZIN SUMBERG BAENA PRICE & AXELROD, LLP  
Account Number : 075350000132  
Phone : (305) 374-7580  
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V. Rivera

33140

**FLORIDA LIMITED LIABILITY CO.  
RES-MS BAYFRONT, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

C. LEWIS

NOV 12 2010

EXAMINER

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
RES-MS BAYFRONT, LLC  
(a Florida limited liability company)**

- 1. The name of the limited liability company is RES-MS BAYFRONT, LLC.
- 2. The mailing address and the street address of the principal office of the limited liability company are:

700 NW 107th Avenue  
Suite 200  
Miami, FL 33172

- 3. The name and the Florida street address of the registered agent and office of the limited liability company are:

CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

- 4. The limited liability company is to be member-managed. The sole member of the limited liability company is Multibank 2009-1 RES-ADC Venture, LLC, a Delaware limited liability company.

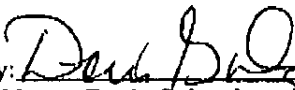
Dated: as of November 9th, 2010.

**SOLE MEMBER:**

Multibank 2009-1 RES-ADC Venture, LLC,  
a Delaware limited liability company

By: RL RES 2009-1 Investments, LLC, a  
Delaware limited liability company,  
its Manager

By: Rialto Capital Advisors, LLC, a  
Delaware limited liability company,  
its attorney-in-fact

By:   
Name: Doris Galczak  
Its: Manager - Legal Entities

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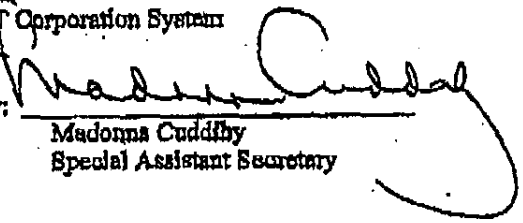
**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: as of Nov. 9, 2010

CT Corporation System

By:

  
Madonna Cuddy  
Special Assistant Secretary

H10000244023 3