Division of Corporations

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Florida Department of State

Division of Corporations **Electronic Filing Cover Sheet**

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To:

Division of Corporations

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: BILZIN SUMBERG BAENA PRICE & AXELROD LLP

Account Number : 075350000132

Phone

: (305)374-7580

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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 LIMITED LIABILITY CO. RREF ACP, LLC

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ARTICLES OF ORGANIZATION OF RREF ACP, LLC

(a Florida limited liability company)

- The name of the limited liability company is RREF ACP, LLC.
- The mailing address and the street address of the principal office of the limited liability company are:

730 NW 107th Avenue Suite 400 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 Rialto Real Estate Fund, LP, a Delaware limited partnership.

Dated: as of November 22, 2011.

SOLE MEMBER:

Rialto Real Estate Fund, LP,
a Delaware limited partnership

By: Rialto Partners GP, LLC, a

Delaware limited liability company,
its General Partner

By:

Name: Cheryl Baizan

Its: Authorized Representative E

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ACCEPTANCE OF AFFOINTMENT 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 November 22, 2011

CT Corporation System

Madonna Cuddiby

Special Assistant Secretary

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