

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA LIMITED LIABILITY CO.
RES-MA ONE, LLC

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J. SAULSBERRY
EXAMINER

FEB 20 2012

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**ARTICLES OF ORGANIZATION
OF
RES-MA ONE, LLC
(a Florida limited liability company)**

1. The name of the limited liability company is RES-MA One, LLC.
2. 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 Multibank 2009-1 RES-ADC Venture, LLC, a Delaware limited liability company.

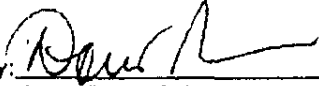
Dated: as of February 15, 2012.

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: Senior Manager - Legal Entities

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Organization as registered agent for the limited liability company therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said limited liability company, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of February 15, 2012

CT Corporation System

By: 

Madonna Cuddihy
Special Assistant Secretary

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