

Division of Corporations

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**FLORIDA LIMITED LIABILITY CO.
RREF RB-FL POP, LLC**

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J. SAULSBERRY
EXAMINER
MAR 1 2012

ARTICLES OF ORGANIZATION
OF
RREF RB-FL POP, LLC
(a Florida limited liability company)

1. The name of the limited liability company is RREF RB-FL POP, 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 RREF RB ACQUISITIONS, LLC, a Delaware limited liability company.

Dated: as of February 28, 2012.

SOLE MEMBER:

RREF RB ACQUISITIONS, LLC, LLC,
a Delaware limited liability company

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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