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Florida Department of State
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**FLORIDA LIMITED LIABILITY CO.
RREF RB-FL BCI, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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MAR 19 2013

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RREF RB-FL BCI, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lori Buckler
(Name of Person)

Rialto Capital Management, LLC
(Firm/Company)

730 NW 107th Avenue
(Address)

Miami, Florida 33172
(City/State and Zip Code)

For further information concerning this matter, please call:

Lori Buckler at (305) 229-6688
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☒ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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ARTICLES OF ORGANIZATION
OF

RREF RB-FL BCI, LLC
(a Florida limited liability company)

The name of the limited liability company is: RREF RB-FL BCI, LLC

1. The mailing and street address of the principal office of the limited liability company are:

730 NW 107 Avenue
Suite 400
Miami, FL 33172

2. The name and the Florida street address of the Registered Agent and Registered Office of the limited liability company are:

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

3. 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 March 15, 2013.

SOLE MEMBER:

RREF RB ACQUISITIONS, LLC
a Delaware limited liability company,

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

By: 
Lori Buckler, Authorized Signatory

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DIVISION OF CORPORATION

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT
TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

1. The name of the Limited Liability Company is:

RRRF RB-FL BCL, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation, Florida 33324

City/State/Zip

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.

CT Corporation System

By:

(Signature)

**Madonna Cuddihy
Special Assistant Secretary**

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)