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Foreign Limited Liability Company
ROCKHARBOR MF FUND II, LLC

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA**

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ROCKHARBOR MF FUND II, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FBI number, if applicable)

4. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)5. 1251 Shakespeare PlaceCelebration, FL 34747

(Street Address of Principal Office)

6. 1251 Shakespeare PlaceCelebration, FL 34747

(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)Name: Corporation Company of OrlandoOffice Address: 300 South Orange Avenue, Suite 1000 (J3S)Orlando, Florida 32801
(City) (Zip code)**Registered agent's acceptance:**

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 application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Company of Orlando

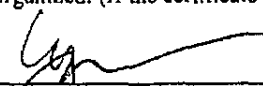
(Registered agent's signature)

J. Gregory Humphries, Vice President

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Evan Rabinowitz & Richard Phillips, as Managers of RH MF Fund II Manager, LLC, the manager ofRockharbor MF Fund II, LLC1251 Shakespeare Place, Celebration, FL 34747

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)



 Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Evan Rabinowitz, Manager_____
Typed or printed name of signer

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROCKHARBOR MF FUND II, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JULY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROCKHARBOR MF FUND II, LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2015.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2586360

DATE: 07-24-15

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