

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : BERGER-SINGERMAN-LLP-MIAMI
Account Number : I20090000006
Phone : (305) 755-9500
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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.****

Email Address: dlopez@secureddebtinvestments.com

Foreign Limited Liability Company
Secured Debt Opportunity Fund II, LLC

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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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. SECURED DEBT OPPORTUNITY 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 3. 47-5374198
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. Upon filing.
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 2600 S. Douglas Road, Suite 901
Coral Gables, Florida 33134
(Street Address of Principal Office)

6. 2600 S. Douglas Road, Suite 901
Coral Gables, Florida 33134
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: H & P Capital Management II, LLC
Office Address: 2600 S. Douglas Road, Suite 901
Coral Gables, Florida 33134
(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.

Larry J. Harris
(Registered agent's signature) Larry J. Harris, Manager

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
H & P Capital Management II, LLC, Manager
2600 S. Douglas Road, Suite 901
Coral Gables, Florida 33134

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)

Larry J. Harris
Signature of 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.

Larry J. Harris
Typed or printed name of signee

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SECURED DEBT OPPORTUNITY FUND II, LLC

2600 S. Douglas Road, Suite 901
Coral Gables, Florida 33134

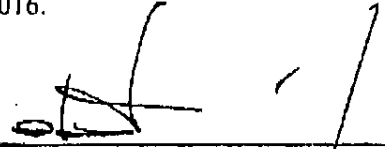
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**WRITTEN CONSENT GRANTING APPROVAL FOR USE OF NAME
AND CONFIRMATION OF DISSOLUTION**

Secured Debt Opportunity Fund II, LLC, a Florida limited liability company (the "Dissolving Company"), incorporated on December 3, 2015 with an effective date of November 30, 2015, and filed Articles of Dissolution on September 26th, 2016. The Company will not revoke its dissolution and does hereby grant permission and approve the filing of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida of H & P Capital Management II, LLC, a Delaware limited liability company doing business in Florida as:

Secured Debt Opportunity Fund II, LLC

The undersigned, being an authorized person of the Company has executed this Written Consent Granting Approval for Use of Name and Confirmation of Dissolution on behalf of the Company this 26th day of September, 2016.



Orlando Garcia, Authorized Person

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SECURED DEBT OPPORTUNITY 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-EIGHTH DAY OF SEPTEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID "SECURED DEBT OPPORTUNITY FUND II, LLC" IS A SERIES LIMITED LIABILITY COMPANY.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SECURED DEBT OPPORTUNITY FUND II, LLC" WAS FORMED ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2015.

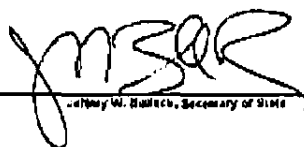
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



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SR# 20165975589

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 203071969

Date: 09-28-16

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