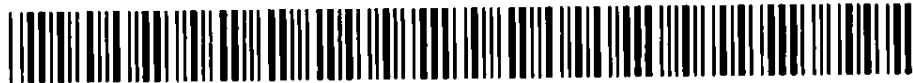


Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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

From:
Account Name : COGENCY GLOBAL, INC.
Account Number : I20000000088
Phone : (800)221-0102
Fax Number : (800)944-6607

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

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SECRETARY OF STATE

Foreign Limited Liability Company
PAGAYA SMARTRESI F1 FUND PROPERTY OWNER LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Pagaya Smartresi F1 Fund Property Owner LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Forrest Grossman

Name of Person

Mayer Brown LLP

Firm/Company

1221 Avenue of the Americas

Address

New York, NY 10020

City/State and Zip Code

fgrossman@mayerbrown.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Forrest Grossman

Name of Contact Person

at (212)

Area Code

506-2163

Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy

☐ \$160.00 Filing Fee, Certificate
of Status & Certified Copy

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. Pagaya Smartresi F1 Fund Property Owner 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. April 23, 2021
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability.)

5. 90 Park Avenue, 31st Floor
(Street Address of Principal Office)

6. 90 Park Avenue, 31st Floor
(Mailing Address)

New York, NY 10016

New York, NY 10016

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: COGENCY GLOBAL INC.

Office Address: 115 North Calhoun St. Suite 4

Tallahassee, Florida 32301
(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.


(Registered agent's signature)

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8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

Title or Capacity:Name and Address:☐ ManagerName: Gal Krubiner☐ MemberAddress: 90 Park Avenue, 31st Floor☒ AuthorizedNew York, NY 10016

Person _____

☐ Other _____☐ Other _____☐ Manager

Name: _____

☐ Member

Address: _____

☐ Authorized

Person _____

☐ Other _____☐ Other _____☐ Manager

Name: _____

☐ Member

Address: _____

☐ Authorized

Person _____

☐ Other _____☐ Other _____Title or Capacity:Name and Address:☐ Manager

Name: _____

☐ Member

Address: _____

☐ Authorized

Person _____

☐ Other _____☐ Other _____☐ Manager

Name: _____

☐ Member

Address: _____

☐ Authorized

Person _____

☐ Other _____☐ Other _____☐ Manager

Name: _____

☐ Member

Address: _____

☐ Authorized

Person _____

☐ Other _____☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

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)

10. 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.

DocuSigned by:

Gal Krubiner

C3306F8C8C4C473

Signature of an authorized person

Gal Krubiner

Typed or printed name of signer

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAGAYA SMARTRESI F1 FUND PROPERTY OWNER 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 THIRD DAY OF MAY, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PAGAYA SMARTRESI F1 FUND PROPERTY OWNER LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF APRIL, A.D. 2021.

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

5868906 8300

SR# 20211560997

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

Authentication: 203111318

Date: 05-03-21