

Filing Fee: \$100.00

ID Number: 151408



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF REGISTRATION

Pursuant to the provisions of Section 7-13-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is Resolution Capital, L.P.

(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

2. The limited partnership is organized under the laws of Nevada

and the date of its formation is October 17, 2003

3. The general character of the business it proposes to transact in Rhode Island is:

Purchase of mortgage loans with the possibility of originating mortgage loans sometime in the future

4. The name and address of the agent for service of process is C T Corporation System

10 Waybosset Street

(Street Address, not P.O. Box)

Providence

(City/Town)

(Name of Agent)

RI 02903

(Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:

1750 Regal Row, Suite 1010, Dallas, TX 75235

FILED

OCT 24 2005

By KML

M80191

7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
Resolution Capital Advisors, LLC	1750 Regal Row, Suite 1010, Dallas, TX 75235

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

1750 Regal Row, Suite 1010, Dallas, TX 75235

9. A mailing address for the foreign limited partnership is 1750 Regal Row, Suite 1010, Dallas, TX 75235

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

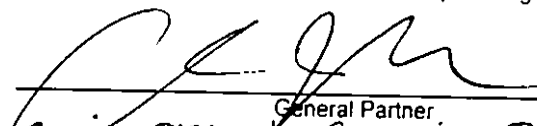
Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Registration of a Foreign Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 10-14-05

Resolution Capital, L.P.

Print Exact Name of Limited Partnership Making Application

By


General Partner
CHRISTOPHER A. GRAMLICH, PRESIDENT OF
RESOLUTION CAPITAL ADVISORS, LLC, GENERAL
PARTNER OF RESOLUTION CAPITAL, L.P.