

**IN THE MATTER OF THE
COMPANIES ACT 1981 OF
BERMUDA
and
IN THE MATTER OF MEZZ
CAP FUNDING, LTD.
(the "Company")**

NOTICE IS HEREBY GIVEN pursuant to Section 104B(2)(e) of the Companies Act 1981 of Bermuda that the Company intends to discontinue under the laws of Bermuda and continue in the State of Maryland, U.S.A. under the name Mezz Cap REIT I, Inc. as if the Company had been incorporated under the laws of the State of Maryland, U.S.A.

Dated: 6 October 2011 at
Hamilton, Bermuda.

Andre J. Dill
Secretary
Mezz Cap Funding, Ltd.