

FO0000002534

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AGM Financial Services, Inc
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lee Baylin
(Name of Person)
Law Offices Lee Baylin, P.A.
(Firm/Company)
305 W. Chesapeake Ave, Suite 113
(Address)
Towson, MD 21204
(City/State/Zip)

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00 MAY - 8 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

Should you need to call someone concerning this matter, please call:

Lee Baylin at (410) 825-8200
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

~~0055/00724/000671~~ ~~W 5833~~
\$1,150.00

FOO-2534
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 3, 2000

LEE BAYLIN
LAW OFFICES OF LEE BAYLIN, P.A.
305 W. CHESAPEAKE AVE., STE. 113
TOWSON, MD 21204

SUBJECT: AGM FINANCIAL SERVICES, INC.
Ref. Number: W00000005833

We have received your document for AGM FINANCIAL SERVICES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,150.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 300A00012046

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TALLAHASSEE, FLORIDA

LEEBAYLIN@BAYLINLAW.COM
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LAW OFFICES
LEE BAYLIN, P.A.
SUITE 113
305 WEST CHESAPEAKE AVENUE
TOWSON, MARYLAND 21204
TELEPHONE 410 825-8200
FACSIMILE 520 569-3845

2 HOPKINS PLAZA STE 900
BALTIMORE, MD 21201
410 576-5211

May 1, 2000

Mr. Trevor Brumbly
Document Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re.: Letter No.300A00012046; Ref. No. W000005833

Dear Mr. Brumbly:

Pursuant to a conversation with your office and in response to the above captioned letter, I enclose for your consideration the following affidavit concerning the operations of AGM Financial Services, Inc., a Maryland Corporation ("AGM Maryland").

As the Affidavit sets out, AGM Maryland is a successor to AGM Financial Services, Inc. a Minnesota Corporation, ("AGM Minnesota") in a transaction that was designed only to change the state of incorporation of a business the would be in continuous operation with all of the assets and liabilities of the business continuing.

AGM Minnesota operated in Florida under the name AGM South, since at the time of its registration in Florida, the Name AGM Financial Services was not available for use. Since the merger, we understand the name has become available, and for the purpose of consistency filled the registration for the new Maryland entity under that name.

Since the business is essentially the same business in continuous operation with only a change of state of incorporation, the civil penalty fee should not apply.

If I can provide any further information, please contact me.

Yours very truly,


Lee Baylin

enc.

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF LEE BAYLIN

I, Lee Baylin, being over 21 year of age and competent to be a witness, hereby depose as follows:

1. I am counsel to AGM Financial Services, Inc., a Maryland Corporation, ("AGM Maryland") formed December 22, 1999.
2. AGM Maryland is the successor to all of the assets and liabilities of AGM Financial Services, Inc, a Minnesota Corporation, Under articles of Merger filed with and approved by the Minnesota Secretary of State and the Maryland Department of Assessments and Taxation.
3. The purpose of the formation of AGM Maryland and the merger with AGM Minnesota wa solely to change the state of incorporation of the business entity.
4. The operation, purpose, assets and liabilities of the business remained identical before and after the merger.
5. The operation of the business in the State of Florida remained identical before and after the merger.

The above assertions are made under penalty of perjury and upon personal knowleged.

Lee Baylin

STATE OF MARYLAND
COUNTY HARFORD

I hereby certify that on the 1st day of May, 2000, before me, the subscriber, a notary public of the State of Maryland, personally appeared the affiant, Lee Baylin, and made oath in due form of law that the matters and facts set forth in the foregoing Affidavit are true to the affiant's personal knowledge

As witness my hand and notarial seal,

Bernadette L. Lebour
Notary Public

My Commission Expires: Oct. 1, 2002

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -8 PM 2:04

FILED

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. AGM Financial Services, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Maryland
(State or country under the law of which it is incorporated)
3. 52-2207818
(FEI number, if applicable)
4. Dec. 21, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Dec. 21 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2 North Charles Street, Suite 850
Baltimore MD 21201
(Current mailing address)
8. Financial Service Mortgage Brokering
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Elisabeth Bellner
Office Address: 1124 E Semoran Blvd.
Apopka, Florida, 32703
(Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Elisabeth Bellner
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Margaret Allen

Address: 2 N. Charles St., Suite 850
Baltimore MD 21201

Vice President: _____

Address: _____

Secretary: Phil Perkins

Address: 2 N Charles St., Suite 850
Baltimore MD 21201

Treasurer: Phil Perkins

Address: 2 N Charles St., Suite 850
Baltimore MD 21201

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Margaret Allen
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Margaret Allen, President
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT AGM FINANCIAL SERVICES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS FEBRUARY 07, 2000.

Paul B. Anderson

Paul B. Anderson
Charter Division

