

CORPORATION
F02000003033

CORPORATION(S) NAME

1) AG Asset Manager, Inc.

FILED
02 JUN 14 PM 1:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
02 JUN 14 AM 11:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

6/14/02

Order#: 5410051

BK

kf

Ref#: _____

200005767052--1
-06/14/02--01037--022
*****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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TALLAHASSEE, FLORIDA
SUBMITTED TO
DA.
or
a

1. AG Asset Manager, Inc.

2. Delaware

3. 13-3796860

4. 11/21/1994

5. perpetual

6. Upon acceptance of application.

7. c/o Angelo, Gordon & Co., L.P., 245 Park Avenue, 26th Floor

New York, New York 10167

8. To manage real property

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation _____, Florida, 33324

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.

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

(Registered agent's signature)

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: Michael L. Gordon, Sole Director

Address: c/o Angelo, Gordon & Co., L.P., 245 Park Avenue, 26th Floor
New York, New York 10167

Director: _____

Address: _____

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

President: See Schedule A attached hereto.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

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

14. _____

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

DAVID ROBERTS
VICE PRESIDENT

SCHEDULE A

List of Officers

<u>Name of Officer</u>	<u>Office</u>	<u>Address</u>
John M. Angelo	President & Treasurer	c/o Angelo, Gordon & Co., L.P. 245 Park Avenue, 26 th Floor New York, NY 10167
Michael L. Gordon	Vice President & Secretary	c/o Angelo, Gordon & Co., L.P. 245 Park Avenue, 26 th Floor New York, NY 10167
David Roberts	Vice President & Assistant Secretary	c/o Angelo, Gordon & Co., L.P. 245 Park Avenue, 26 th Floor New York, NY 10167
Fred Berger	Vice President & Assistant Secretary	c/o Angelo, Gordon & Co., L.P. 245 Park Avenue, 26 th Floor New York, NY 10167
Dana G. Roffman	Vice President & Assistant Secretary	c/o Angelo, Gordon & Co., L.P. 245 Park Avenue, 26 th Floor New York, NY 10167
Keith F. Barket	Vice President & Assistant Secretary	c/o Angelo, Gordon & Co., L.P. 245 Park Avenue, 26 th Floor New York, NY 10167
Matthew Khoury	Vice President & Assistant Secretary	c/o Angelo, Gordon & Co., L.P. 245 Park Avenue, 26 th Floor New York, NY 10167
Andrew C. Jacobs	Vice President & Assistant Secretary	c/o Angelo, Gordon & Co., L.P. 245 Park Avenue, 26 th Floor New York, NY 10167
Adam Schwartz	Vice President & Assistant Secretary	c/o Angelo, Gordon & Co., L.P. 245 Park Avenue, 26 th Floor New York, NY 10167
Joseph R. Wekselblatt	Vice President & Assistant Secretary	c/o Angelo, Gordon & Co., L.P. 245 Park Avenue, 26 th Floor New York, NY 10167
Bruce M. Stachenfeld	Assistant Secretary	c/o Angelo, Gordon & Co., L.P. 245 Park Avenue, 26 th Floor New York, NY 10167

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CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

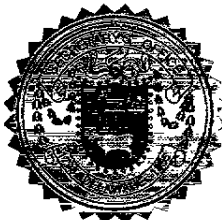
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AG ASSET MANAGER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

FILED
JUN 14 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



2454690 8300

020375338

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1824594

DATE: 06-11-02