-020000305 **CORPORA** 1) AG Asset Manager, Inc. () Merger (x) Profit () Amendment () Nonprofit (x) Foreign () Dissolution/Withdrawal () Mark () Reinstatement () Other () Limited Partnership () Annual Report () Change of RA () Name Registration ()LLC () UCC () Fictitious Name () CUS () Certified Copy () Photocopies

() Call If Problem
() Will Wait

Order#: 5410051

BK

kf

Ref#:

() After 4:30

(x) Pick Up

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

() Call When Ready

W.P. Verifier

(x) Walk In

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT **BUSINESS IN FLORIDA** IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITA REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. 1. AG Asset Manager, 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 Delaware (State or country under the law of which it is incorporated) (FEI number, if applicable) 5. perpetual 4. 11/21/1994 (Date of incorporation) (Duration: Year corp. will cease to existor "perpetual") Upon acceptance of application. (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 7. c/o Angelo, Gordon & Co., L.P., 245 Park Avenue, 26th Floor New York, New York 10167 (Current mailing address) 8. To manage real property (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) C T Corporation System Name: Office Address: 1200 South Pine Island Road Plantation ... Florida, 33324 (Zip code) 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. CONNIE BRYAN C T Corporation System SPECIAL ASSISTANT SECRETARY (Registered agent's signature)

which it is incorporated.

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

^{12.} Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable) FL019 - 97299 CT System Online

A. DIRE	CCTORS (Street address only - P.O. Box NOT acceptable)
Chairman	
Address:	
Vice Chai	irman:
Address:	The second secon
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. OFF	ICERS (Street address only - P.O. Box NOT acceptable)
President	See Schedule A attached hereto.
Address:	
Vice Pres	sident:
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 Or any officer listed in number 12 of the application)
14	(Typed or printed name and capacity of person signing application)

SCHEDULE A

List of Officers

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	SCHEDULE A	The second second
	List of Officers	
		STATE OF THE STATE
Name of Officer	Office .	Address
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 &	c/o Angelo, Gordon & Co., L.P.
	Secretary	245 Park Avenue, 26 th Floor New York, NY 10167
David Roberts	Vice President &	c/o Angelo, Gordon & Co., L.P.
	Assistant Secretary	245 Park Avenue, 26 th Floor New York, NY 10167
Fred Berger	Vice President &	c/o Angelo, Gordon & Co., L.P.
Tred Derger	Assistant Secretary	245 Park Avenue, 26th 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
	1 bblodic booleday	New York, NY 10167
Matthew Khoury	Vice President &	c/o Angelo, Gordon & Co., L.P.
	Assistant Secretary	245 Park Avenue, 26 th Floor New York, NY 10167
Andrew C. Jacobs	Vice President &	c/o Angelo, Gordon & Co., L.P.
	Assistant Secretary	245 Park Avenue, 26 th Floor New York, NY 10167
Adam Schwartz	Vice President &	c/o Angelo, Gordon & Co., L.P.
	Assistant Secretary	245 Park Avenue, 26 th Floor New York, NY 10167
Issanh D. Walsall-latt	Vice President &	c/o Angelo, Gordon & Co., L.P.
Joseph R. Wekselblatt	Assistant Secretary	245 Park Avenue, 26th 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

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.



Warriet Smith Windson, Secretary of State

AUTHENTICATION: 1824594

DATE: 06-11-02

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