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Florida Department of State
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FOREIGN PROFIT QUALIFICATION

AG Florida Land Manager, Inc.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**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. AG Florida Land Manager, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 10/04/2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o Angelo, Gordon & Co., L.P., 245 Park Avenue, 26th Floor, New York, New York 10167
(Principal office address)

c/o Angelo, Gordon & Co., L.P., 245 Park Avenue, 26th Floor, New York, New York 10167
(Current mailing address)

8. Real Estate transactions
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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.

By: Hillary England CT Corporation System
(Registered agent's signature) **Hillary England**
Assistant Secretary

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attached Schedule I

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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 Director or Officer listed in number 12 of the application)

14. Adam Schuritz, Vice President
(Typed or printed name and capacity of person signing application)

Schedule I

The officers and directors of AO Media Land Manager, Inc. are as follows:

John M. Angelo	President, Treasurer & Director	c/o Angelo, Gordon & Co., L.P., 245 Park Ave., 26 th Floor, New York, New York, 10167
Michael L. Gordon	Vice President, Secretary & Director	c/o Angelo, Gordon & Co., L.P., 245 Park Ave., 26 th Floor, New York, New York, 10167
David Roberts	Vice President, Assistant Secretary & Director	c/o Angelo, Gordon & Co., L.P., 245 Park Ave., 26 th Floor, New York, New York, 10167
Paul Singer	Vice President, Assistant Secretary & Director	c/o Angelo, Gordon & Co., L.P., 245 Park Ave., 26 th Floor, New York, New York, 10167
Kath P. Barker	Vice President, Assistant Secretary & Director	c/o Angelo, Gordon & Co., L.P., 245 Park Ave., 26 th Floor, New York, New York, 10167
Dana G. Rodman	Vice President & Assistant Secretary	c/o Angelo, Gordon & Co., L.P., 245 Park Ave., 26 th Floor, New York, New York, 10167
Andrew C. Jacobs	Vice President & Assistant Secretary	c/o Angelo, Gordon & Co., L.P., 245 Park Ave., 26 th Floor, New York, New York, 10167
Adam Schwartz	Vice President & Assistant Secretary	c/o Angelo, Gordon & Co., L.P., 245 Park Ave., 26 th Floor, New York, New York, 10167
Matthew Khoury	Vice President & Assistant Secretary	c/o Angelo, Gordon & Co., L.P., 245 Park Ave., 26 th Floor, New York, New York, 10167
Joseph R. Welschliet	Vice President & Assistant Secretary	c/o Angelo, Gordon & Co., L.P., 245 Park Ave., 26 th Floor, New York, New York, 10167
Joshua Brzo	Vice President & Assistant Secretary	c/o Angelo, Gordon & Co., L.P., 245 Park Ave., 26 th Floor, New York, New York, 10167
Joel Schwartz	Vice President & Assistant Secretary	c/o Angelo, Gordon & Co., L.P., 245 Park Ave., 26 th Floor, New York, New York, 10167
Will A. Barts	Assistant Secretary	c/o Angelo, Gordon & Co., L.P., 245 Park Ave., 26 th Floor, New York, New York, 10167
Bruce M. Stuchemfeld	Assistant Secretary	c/o Dwyer & Stuchemfeld, 300 East 42nd St., 3rd Floor, New York, New York, 10017

Delaware

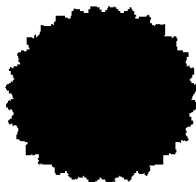
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AG FLORIDA LAND 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 FOURTH DAY OF OCTOBER, A.D. 2005.

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050812069



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4204196

DATE: 10-04-05