

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6381

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FOREIGN PROFIT/NONPROFIT CORPORATION

AG Real Estate Manager, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

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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 Real Estate 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. 33-1173266  
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. March 28, 2007 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)  
Same as above.  
(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: C T 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: Anthony LiCausi **Anthony LiCausi**  
(Registered agent's signature) **Vice President**

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 list.

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Please see attached list.

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. Michael Chang - Vice President and Assistant Secretary

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

**DIRECTORS AND OFFICERS OF AG REAL ESTATE MANAGER, INC.  
(AS OF JULY 22, 2009)**

**Directors of the Corporation:**

John M. Angelo (Chairman of the Board)  
Michael L. Gordon  
Keith F. Barket  
Kirk Wickman  
David Roberts  
Joseph R. Wekselblatt  
Adam Schwartz

Each with an address of: c/o Angelo, Gordon & Co., L.P., 245 Park Avenue, New York, New York 10167

**Officers of the Corporation:**

<u>Name</u>	<u>Office Held</u>
John M. Angelo	Chairman of the Board
Keith F. Barket	President and Treasurer
Michael L. Gordon	Vice President and Secretary
David Roberts	Vice President and Assistant Secretary
Joseph R. Wekselblatt	Vice President and Assistant Secretary
Dana G. Roffman	Vice President and Assistant Secretary
Adam Schwartz	Vice President and Assistant Secretary
William Abbate	Vice President and Assistant Secretary
Steven G. White	Vice President and Assistant Secretary
Michael Chang	Vice President and Assistant Secretary
Zain Koita	Vice President and Assistant Secretary
Kirk Wickman	Vice President and Assistant Secretary
Bruce M. Stachenfeld	Assistant Secretary

Each with an address of: c/o Angelo, Gordon & Co., L.P., 245 Park Avenue, New York, New York 10167, except Bruce M. Stachenfeld, with an address of: c/o Duval & Stachenfeld LLP, 101 Park Avenue, 11<sup>th</sup> Floor, New York, New York 10178

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AG REAL ESTATE 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 SIXTEENTH DAY OF JUNE, A.D. 2009.

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.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7363438

DATE: 06-16-09