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

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

RESUBMIT

Please give original
submission date as file date.

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**FOREIGN PROFIT/NONPROFIT CORPORATION
MACWCP III CORP.**

Certificate of Status	0
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September 23, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: MACWCP III CORP.
REF: W11000049231

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of incorporation listed on the form must match the date on the certificate of status from your state.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000231766
Letter Number: 711A00021990

**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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. MACWCP III Corp.
(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. 45-2841388
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 27, 2011 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. n/a
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 535 Madison Avenue, New York, NY 10022
(Principal office address)
- 535 Madison Avenue, New York, NY 10022
(Current mailing address)
8. Real Estate related business.
(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: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Corporation Service Company

By: _____

Stephanie K. Miller
Stephanie K. Miller
Assistant Vice President

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: Howard RifeAddress: c/o Monarch Alt Capital, 535 Madison Avenue, New York, New York 10022
_____Director: Chris FrissoraAddress: c/o Monarch Alt Capital, 535 Madison Avenue, New York, New York 10022

B. OFFICERS

President: Chris FrissoraAddress: c/o Monarch Alt Capital, 535 Madison Avenue, New York, New York 10022
_____Vice President: Michael WeinstockAddress: c/o Monarch Alt Capital, 535 Madison Avenue, New York, New York 10022
_____Secretary: Howard RifeAddress: c/o Monarch Alt Capital, 535 Madison Avenue, New York, New York 10022
_____Treasurer: Howard RifeAddress: c/o Monarch Alt Capital, 535 Madison Avenue, New York, New York 10022

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

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. _____

Chris Frissora

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

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Addendum to Florida Qualification of MACWCP III Corp.

Marc Porosoff, Vice President, c/o Monarch Alt Capital, 535 Madison Avenue, New York, New York 10022

Christopher Santana, Assistant Secretary, c/o Monarch Alt Capital, 535 Madison Avenue, New York, New York 10022

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MACWCP III CORP." 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 TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MACWCP III CORP." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9044975

DATE: 09-22-11