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(Requestor's Name)

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(City/State/Zip/Phone #)

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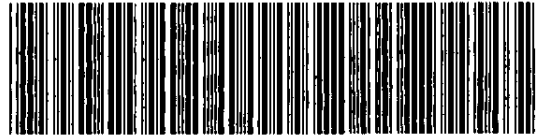
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

T. HAMPTON

DEC 21 2009

EXAMINER

December 17, 2009

**Via FedEx**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: American Real Estate Capital Corporation**

Dear Sir or Madam:

In connection with the referenced entity, enclosed please find the following documents filing:

1. Cover Letter;
2. Check for filing of entity in the amount of \$125.00;
3. Original executed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
4. Original executed Certificate of Designation of Registered Agent/Registered Office.; and
5. Original Full Force and Effect certificate from State of Ohio Secretary of State.

Kindly file the above documents and return correspondence to Desiree Cuason, Esq. as noted in the cover letter.

Thank you for your assistance, and should you have any questions, please do not hesitate to call.

Very truly yours,

KATZ BARRON SQUITERO FAUST



Leslie C. Feliciano  
Assistant to Desiree M. Cuason, Esq.

/lcf

Encls.

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** American Real Estate Capital Company, LLC  
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Desiree M. Cuason, Esq.  
Name of Person

Katz Barron Squitiero Faust  
Firm/Company

2699 S. Bayshore Drive. 7th Floor  
Address

Miami, Florida 33133  
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Desiree M. Cuason, Esq. at ( 305 ) 856-2444  
Name of Person Area Code & Daytime Telephone Number

**MAILING ADDRESS:**  
Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. American Real Estate Capital Company, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Ohio 3. N/A  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. November 5, 2009 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 2 Alhambra Plaza, Suite 1280  
Coral Gables, Florida 33134  
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Victor L. Fuller  
2 Alhambra Plaza, Suite 1280  
Coral Gables, Florida 33134

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: mortgage broker

x [Signature]  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Victor L. Fuller  
Typed or printed name of signee

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DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

American Real Estate Capital Company, LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Corpco, Inc.

(Name)

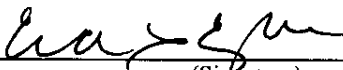
2699 S. Bayshore Drive. 7th Floor

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Miami                      FL                      33133

City/State/Zip.

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*



(Signature)

|           |                                  |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application       |
| \$ 25.00  | Designation of Registered Agent  |
| \$ 30.00  | Certified Copy (optional)        |
| \$ 5.00   | Certificate of Status (optional) |

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DIVISION OF CORPORATIONS

**UNITED STATES OF AMERICA  
STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE**

*I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show AMERICAN REAL ESTATE CAPITAL COMPANY, LLC, an Ohio For Profit Limited Liability Company, Registration No. 1894126, was organized within the State of Ohio on November 05, 2009, is currently in FULL FORCE AND EFFECT upon the records of this office.*



*Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 9th day of December, A.D. 2009.*

*Jennifer Brunner*  
Ohio Secretary of State