

# M1000001981

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000107397 3)))



H100001073973AEC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
 Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM  
 Account Number : FCA000000023  
 Phone : (850) 222-1092  
 Fax Number : (850) 878-5368

**L. SELLERS**  
MAY -4 2010  
**EXAMINER**

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

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

Foreign Limited Liability Company  
AGBL Panama City Owner, L.L.C.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$130.00

RECEIVED  
10 MAY -3 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
10 MAY -3 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** AGBL Panama City Owner, L.L.C.  
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:

Paul Schwartz  
Name of Person

Duval & Stachenfeld  
Firm/Company

101 Park Avenue, 11th Floor  
Address

New York, NY 10178  
City/State and Zip Code

pschwartz@dslip.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Paul Schwartz at ( 212 ) 692-7346  
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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. AGBL Panama City Owner, L.L.C.  
(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.," "L.L.C.")

2. Delaware 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 30, 2010 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. c/o Angelo, Gordon & Co., L.P., 245 Park Avenue, 26th Floor, New York, New York 10167  
(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:

Angelo, Gordon & Co., L.P., 245 Park Avenue, 26th Floor, New York, New York 10167

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: Real Estate

See Attached

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.)

Typed or printed name of signee

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 MAY -3 AM 11:41

FILED

**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:

AGBL Panama City Owner, L.L.C.

---

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:

C T Corporation System

---

(Name)

1200 South Pine Island Road

---

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

Plantation

FL 33324

---

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.*

C T Corporation System

By:

  
(Signature)

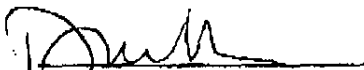
**Juan Grajeda**  
**Assistant Secretary**

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

AGBL PANAMA CITY OWNER, L.L.C., a  
Delaware limited liability company

By: AGBL Parent Company, L.L.C., a Delaware  
limited liability company, its sole member

By: AG Real Estate Manager, Inc., a  
Delaware corporation, its manager

By:   
Name: DANA ROFFMAN  
Title: VICE PRESIDENT

**FILED**

10 MAY -3 AM 11:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGBL PANAMA CITY OWNER, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF APRIL, A. D. 2010.

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

4818229 9300

100446513

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7966194

DATE: 04-30-10