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

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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Foreign Limited Liability Company
AGBL Rockville Owner, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	06
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AGBL Rockville 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:

c/o Terri Adler
Name of Person

Duval & Stachenfeld LLP
Firm/Company

555 Madison Avenue, 6th Floor
Address

New York, NY 10022
City/State and Zip Code

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

For further information concerning this matter, please call:

David Horn at (212) 692-7380
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 TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. AGBL Rockvills 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.," "LLC.")

2. Delaware 3. 27-3515859
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. Angelo Gordon & Co. 245 Park Avenue, 26th Floor
New York, NY 10167
(Street Address of Principal Office)

6. Angelo Gordon & Co. 245 Park Avenue, 26th Floor New York, NY 10167
with a copy to: Duval & Stachenfeld LLP c/o Terri Adler 555 Madison Avenue, 6th Floor New York, NY 10022
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
The entity is member managed; AG Real Estate Manager, Inc., a Delaware corporation, is the manager of AGBL Parent
Company, L.L.C., a Delaware limited liability company, which is the sole member of AGBL Rockville Owner, L.L.C.
Address: Angelo Gordon & Co. 245 Park Avenue, 26th Floor New York, NY 10167

8. 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.)

See attached signature page.

Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any 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.)

See attached signature page.


Typed or printed name of signee

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TALLAHASSEE, FLORIDA

AGBL ROCKVILLE 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: AQ Real Estate Manager, Inc., a Delaware corporation, its manager

By: 
Name: Christina Lyndon
Title: Vice President

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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 Rockville 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

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TALLAHASSEE, FLORIDA

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 605, Florida Statutes.

C T Corporation System
By: Debbie Diez
(Signature)
Debbie Diez
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)

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGBL ROCKVILLE OWNER, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELANARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JANUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4817106 8300

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1054226

DATE: 01-13-14