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September 5, 2002

VIA FEDERAL EXPRESS

Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, FL 32314

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-09/06/02-01025-017
*****78.75 *****78.75

Re: CW Advisors, Inc.

Dear Sir or Madam:

Enclosed for filing please find (a) a Transmittal Letter, (b) the Application by Foreign Corporation for Authorization to Transact Business in Florida (2 copies) by CW Advisors, Inc. (the "Company"), a Delaware Corporation, (c) a Certificate of Existence, along with (d) a check in the amount of \$78.75 made payable to the Florida Department of State, in satisfaction of the applicable filing fees.

Please acknowledge receipt of this letter and the enclosed documents by date stamping the duplicate of this letter and returning it in the self-addressed stamped envelope. Should you have any questions regarding this matter or require any further documentation, please do not hesitate to call the undersigned at (203) 254-0000.

Sincerely,

Bethany Oleynick
Bethany Oleynick
Paralegal

Enclosures
cc: CW Advisors, Inc.

02 SEP 6 AM 9:18
FILED
STATE
TALLAHASSEE, FLORIDA

F02-4607
TC

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CW Advisors, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Bethany Oleynick
(Name of Person)

Cobb & Eisenberg LLC
(Firm/Company)

2600 Post Road
(Address)

Southport, Connecticut 06890
(City/State and Zip code)

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02 SEP - 9 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Bethany Oleynick at (203) 254-0000
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☒ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. CW Advisors, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 65-0948201
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 2, 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 7, 2002
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1450 Madruga Avenue, Suite # 400, Coral Gables, Florida 33146
(Principal office address)

as above
(Current mailing address)

8. Investment management services
(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 or Mail Drop Box **NOT** acceptable)

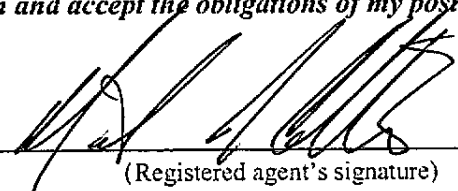
Name: Michael J. Collins

Office Address: 1450 Madruga Avenue, Suite 400

Coral Gables, Florida 33146
(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.


(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.

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02 SEP - 6 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Dorothy C. Weaver

Address: 1450 Madruga Avenue, Suite 400, Coral Gables, Florida 33146

Director: _____

Address: _____

B. OFFICERS

President: Michael J. Collins

Address: 1450 Madruga Avenue, Suite 400, Coral Gables, Florida 33146

Vice President: _____

Address: _____

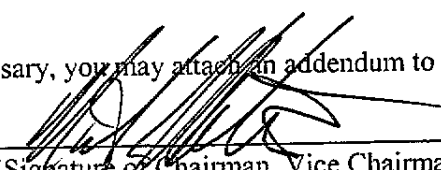
Secretary: Bobby Chalmers

Address: 1450 Madruga Avenue, Suite 400, Coral Gables, Florida 33146

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael J. Collins, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

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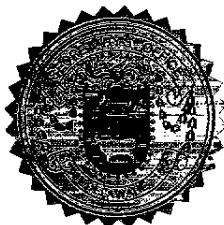
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CW ADVISORS, 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 FOURTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CW ADVISORS, INC." WAS INCORPORATED ON THE SECOND DAY OF SEPTEMBER, A.D. 1999.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3091967 8300

AUTHENTICATION: 1966223

020554094

DATE: 09-04-02