

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Clayton Group Holdings 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," or "Certificate of Good Standing" 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:
Tami A. Bohm

_____ Name of Person
Radian Group Inc.
_____ Firm/Company
1601 Market Street
_____ Address
Philadelphia, PA 19103
_____ City/State and Zip code
Terry.Crowley@radian.biz
_____ E-mail address: (to be used for future annual report notification)

FILED
 2015 AUG 29 A 10:24
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Tami Bohm	215	231-1335
_____ Name of Person	at (_____) Area Code	_____ Daytime Telephone Number

STREET/COURIER ADDRESS:

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

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. Clayton Group Holdings Inc.
(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. 46-5745522
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05/27/2104 5. perpetual
(Date of incorporation) (Date of duration, if other than perpetual)

6. upon registration
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1601 Market Street, Philadelphia, PA 19103
(Principal office address)

(Current mailing address, if different)

8. 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)

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TALLAHASSEE, FLORIDA

9. 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.

Caroline M. Kriz
Caroline M. Kriz
Asst Vice President
(Registered agent's signature)

10. 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.

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: See attached list

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

12. Tami A. Bohm
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.

13. Tami A. Bohm, VP & Assistant Secretary

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

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2016 JUN 29 AM 10:21
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**Clayton Group Holdings Inc.
Director & Officer Listing**

Name	Office Held	Address
	<u>Directors</u>	
S.A. Ibrahim	Director	c/o Radian, 1601 Market Street, Philadelphia, PA 19103
Jeffrey G. Tennyson	Director	c/o Radian, 1601 Market Street, Philadelphia, PA 19103
J. Franklin Hall	Director	c/o Radian, 1601 Market Street, Philadelphia, PA 19103
Derek V. Brummer	Director	c/o Radian, 1601 Market Street, Philadelphia, PA 19103
	<u>Officers</u>	
Jeffrey G. Tennyson	President	c/o Radian, 1601 Market Street, Philadelphia, PA 19103
J. Franklin Hall	CFO	c/o Radian, 1601 Market Street, Philadelphia, PA 19103
Edward J. Hoffman	EVP, Secretary & General Counsel	c/o Radian, 1601 Market Street, Philadelphia, PA 19103
William T. Tomljanovic	SVP Treasury	c/o Radian, 1601 Market Street, Philadelphia, PA 19103
Robert V. Radicioni	SVP Tax	c/o Radian, 1601 Market Street, Philadelphia, PA 19103
James A. Tighe	SVP	c/o Radian, 1601 Market Street, Philadelphia, PA 19103
Tami A. Bohm	VP & Asst. Secretary	c/o Radian, 1601 Market Street, Philadelphia, PA 19103
Colleen D. Tears	VP	c/o Radian, 1601 Market Street, Philadelphia, PA 19103

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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 "CLAYTON GROUP HOLDINGS 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 SEVENTEENTH DAY OF AUGUST, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CLAYTON GROUP HOLDINGS INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF MAY, A.D. 2014.

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



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SR# 20165410903

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202845624

Date: 08-17-16