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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 770178 5155750

AUTHORIZATION :



COST LIMIT : \$ 125.00

ORDER DATE : September 1, 2015

ORDER TIME : 10:41 AM

ORDER NO. : 770178-005

CUSTOMER NO: 5155750

FOREIGN FILINGS

NAME: ALVAREZ & MARSAL TRANSACTION
ADVISORY GROUP, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Alvarez & Marsal Trasacation Advisory Group, 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:

Joel A. Poretsky
Name of Person

Alvarez & Marsal
Firm/Company

600 Madison Avenue - 8th Floor
Address

New York, New York 10022
City/State and Zip Code

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

For further information concerning this matter, please call:

Joel A. Poretsky at (212) 328-8626
Name of Contact 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. Alvarez & Marsal Trasacation Advisory Group, 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. The alternate name must include "Limited Liability Company," "L.L.C." or "LLC.")

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-3502573 (FEI number, if applicable)

4. September 1, 2015
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 600 Madison Avenue - 8th Floor
New York, New York 10022
(Street Address of Principal Office)

6. 600 Madison Avenue - 8th Floor
New York, New York 10022
(Mailing Address)

7. 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)

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.

By: [Signature] Melissa Zender
Asst. Vice President
(Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
Antonio C. Alvarez II -- Manager -- 600 Madison Avenue - 8th Floor, New York, New York 10022
Bryan P. Marsal -- Manager -- 600 Madison Avenue - 8th Floor, New York, New York 10022
Paul Aversano -- Manager -- 600 Madison Avenue - 8th Floor, New York, New York 10022

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

[Signature]
Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

Antonio C. Alvarez II
Typed or printed name of signee

FILED
2015 SEP - 1 AM 8:28
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 "ALVAREZ & MARSAL TRANSACTION ADVISORY GROUP, LLC" 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 FIRST DAY OF SEPTEMBER, A.D. 2015.

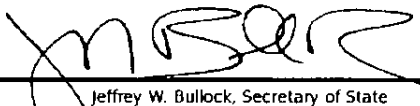
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALVAREZ & MARSAL TRANSACTION ADVISORY GROUP, LLC" WAS FORMED ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2005.

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

4032786 8300

151240430




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2691855

DATE: 09-01-15