

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

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

Email Address: _____

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FLORIDA PROFIT/NON PROFIT CORPORATION
CITI PORTFOLIO CORP.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
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TALLAHASSEE, FLORIDA

7/12/11

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Citi Portfolio Corp.

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:

Rachel Stine

Name of Person

Citi Portfolio Corp.

Firm/Company

Suite 17 Fl., 388 Greenwich Street

Address

New York, NY 10013

City/State and Zip code

rachel.stine@citi.com

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

For further information concerning this matter, please call:

Rachel Stine

at (212) 816-5605

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

New Filing 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

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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. Citi Portfolio Corp.

(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. New York

(State or country under the law of which it is incorporated)

3. 45-1212802

(FEI number, if applicable)

4. March 29, 2011

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

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

7. c/o Citi Portfolio Corp., Suite 17 Fl., 388 Greenwich Street, New York, NY 10013

(Principal office address)

Suite 17 Fl., 388 Greenwich Street, New York, NY 10013

(Current mailing address)

8. Financial and securitization activities. To engage in any act or activity for which corporations may be organized.

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

By: John H. Pelletier

(Registered agent's signature) John Pelletier, Assistant Vice President

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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.

13. _____

Rachel Stine
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 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.

14. Rachel Stine, Assistant Secretary

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

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Citi Portfolio Corp.

List of Officers

Name: Richard A. Isenberg Title: President
Bus. Addr.: 390 Greenwich Street, New York, NY 10013

Name: Myongsu Kong Title: Secretary & Vice President
Bus. Addr.: 388 Greenwich Street, New York, NY 10013

Name: Peter Mozer Title: Vice President
Bus. Addr.: 388 Greenwich Street, New York, NY 10013

Name: Susan Mills Title: Senior Vice President
Bus. Addr.: 390 Greenwich Street, New York, NY 10013

Name: KIRA GRANOVSKAYA Title: Senior Vice President
Bus. Addr.: 390 Greenwich Street, New York, NY NY

Name: Peter D. Steinmetz Title: Senior Vice President
Bus. Addr.: 390 Greenwich Street, New York, NY 10013

Name: Norman I. Jacoby Title: CFO and Controller
Bus. Addr.: 3800 CITIGROUP CENTER DRIVE, Tampa, FL 10231

Name: Philip D. Seares Title: Senior Vice President
Bus. Addr.: 390 Greenwich Street, 390 Greenwich Street, NY 10013

Name: Ryan M. O'Connor Title: Assistant Secretary
Bus. Addr.: 388 Greenwich Street, New York, NY 10013

Name: Rachel Stine Title: Assistant Secretary
Bus. Addr.: 388 Greenwich Street, New York, NY 10013

Name: Victor Spadafora Title: Treasurer
Bus. Addr.: 388 Greenwich Street, New York, NY 10013

List of Directors

Name: Jeffrey Perlowitz Term: May 05, 2014
Bus. Addr.: 390 Greenwich Street, New York, NY 10013

Name: Mark I. TSESARSKY Term: May 05, 2014
Bus. Addr.: 390 Greenwich Street, New York, NY 10013

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State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of CITI PORTFOLIO CORP. was filed on 03/29/2011, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 23rd day of June
two thousand and eleven.*

Daniel Shapiro
First Deputy Secretary of State

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