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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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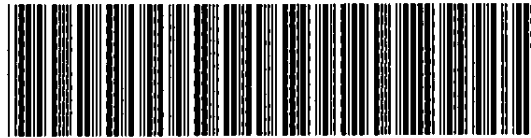
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 FEB -3 AM 8:23

FEB 5 6 2012

T. HAMPTON



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 081582 4719887

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 125.00

ORDER DATE : February 2, 2012

ORDER TIME : 12:17 PM

ORDER NO. : 081582-050

CUSTOMER NO: 4719887

FOREIGN FILINGS

NAME: CITI GSM PORTFOLIO 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: Stephanie Milnes -- EXT# 2920

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CITI GSM PORTFOLIO 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:

Rachel Stine

Name of Person

CITI GSM PORTFOLIO LLC

Firm/Company

c/o Citigroup Niagara Holdings LLC, 388 Greenwich Street

Address

New York, NY 10013

City/State and Zip Code

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

For further information concerning this matter, please call:

_____ at (_____) _____
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
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. CITI GSM PORTFOLIO 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 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. New York

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FEI number, if applicable)

4. 12/21/2011

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. c/o Citigroup Niagara Holdings LLC, 388 Greenwich Street, New York, NY 10013

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

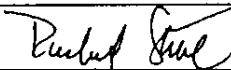
9. The name and usual business addresses of the managing members or managers are as follows:

Citigroup Niagara Holdings LLC, 388 Greenwich Street, New York, NY 10013

10. 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Purchasing and selling residential mortgages.



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), 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.)

Rachel Stine, Asst. Sec. of the sole member, Citigroup Niagara Holdings LLC

Typed or printed name of signee

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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:

CITI GSM PORTFOLIO LLC

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:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

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 608, Florida Statutes.

Corporation Service Company

By: Aura Williams

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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**State of New York
Department of State } ss:**

I hereby certify, that CITI GSM PORTFOLIO LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 12/21/2011, and that the Limited Liability Company is existing so far as shown by the records of the Department.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 01st day of February
two thousand and twelve.*

A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro
First Deputy Secretary of State