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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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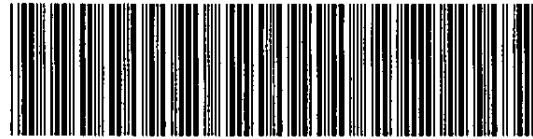
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
MAR -6 2012
EXAMINER

COHN | BIRNBAUM | SHEA
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

HARTFORD • NEW YORK

DENISE C. NOMEYKO
PARALEGAL
DIRECT: 860-493-2263
E-MAIL: DNOMEYKO@CB-SHEA.COM

100 PEARL STREET
HARTFORD, CONNECTICUT 06103-4500
TELEPHONE 860 • 493 • 2200
FACSIMILE 860 • 727 • 0361

February 29, 2012

Florida Department of State
Division of Corporations
Registration Section
P. O. Box 6327
Tallahassee, Florida 32314

Re: Willow Capital Group, LLC
Application for Authorization to Transact Business in Florida

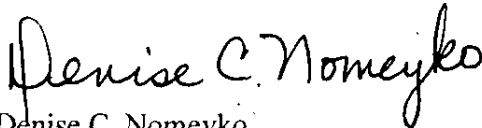
Dear Sir or Madam:

Enclosed for filing is an Application By Foreign Limited Liability Company for Authorization to Transact Business in Florida for Willow Capital Group, LLC, together with a Certificate of Legal Existence issued by the Connecticut Secretary of the State. After filing, please forward to this office a certified copy of the Application and a Certificate of Status. Also enclosed is a check in the amount of \$160.00 in payment for the above.

All future annual report notifications should be directed to Lesley Garcia-Suarez, a member of Willow Capital Group, LLC, by e-mail at lgsuarez@willowcapitalgroup.com.

Please direct any questions regarding this filing to me or to Attorney Staci Bachman by e-mail at sbachman@cb-shea.com or by telephone at 860-493-2262.

Very truly yours,


Denise C. Nomeyko
Paralegal

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WILLOW CAPITAL 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:

Staci H. Bachman, Esq.

Name of Person

Cohn Birnbaum & Shea P.C.

Firm/Company

100 Pearl Street, 12th Floor

Address

Hartford, CT 06103

City/State and Zip Code

lgsuarez@willowcapitalgroup.com

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

For further information concerning this matter, please call:

Staci H. Bachman

Name of Person

at (860)

493-2200

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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. WILLOW CAPITAL 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 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. Connecticut

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

3. 27-0484168

(FEI number, if applicable)

4. June 2, 2009

(Date of Organization)

5. Perpetual

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

6. _____

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

7. 33 Deep River Road, Suite D

Centerbrook, CT 06409

(Street Address of Principal Office)

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

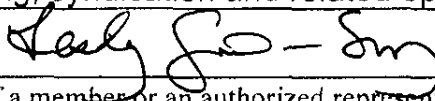
9. The name and usual business addresses of the managing members or managers are as follows:

William R. McCluskey, 28 Comstock Avenue, Ivoryton, CT 06422

Calvin A. Thompson, 2241 Bryant Place Court, Marietta, GA 30066

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: Loan servicing,
administration, underwriting, syndication and related operations and businesses.



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.)

Lesley Garcia-Suarez

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

WILLOW CAPITAL GROUP, 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:

Lesley Garcia-Suarez

(Name)

14125 NW 80th Avenue, Suite 304

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

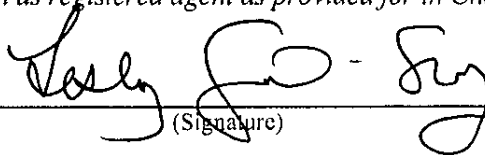
Miami Lakes

FL 33016

City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(Signature)

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

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State, and keeper of the seal thereof,
DO HEREBY CERTIFY, that articles of organization for

WILLOW CAPITAL GROUP, LLC

a domestic limited liability company, were filed in this office on June 02, 2009.

Articles of dissolution have not been filed, and so far as indicated by the records of this office such
limited liability company is in existence.



Secretary of the State

Date Issued: February 29, 2012