

STATE OF NEW HAMPSHIRE

Fee for Form SRA: \$ 50.00
 Filing fee: \$ 50.00
 Total fees \$100.00

Form No. F
 RSA 304-C:
 RSA 304-D:

Use black print or type.
 Leave 1" margins both sides.

APPLICATION FOR REGISTRATION AS A
FOREIGN LIMITED LIABILITY COMPANY

TO THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY LAWS, THE UNDERSIGNED HEREBY APPLIES FOR REGISTRATION TO TRANSACT BUSINESS IN NEW HAMPSHIRE, AND FOR THAT PURPOSE SUBMITS THE FOLLOWING STATEMENT:

FIRST: The name of the limited liability company is STUDENT Loan Solutions, LLC

SECOND: The name which it proposes to register and do business in New Hampshire is Student Loan Solutions, LLC

THIRD: It is formed under the laws of MASSACHUSETTS

FOURTH: The date of its formation is March 5, 2004

FIFTH: The nature of the business or purposes to be conducted or promoted in New Hampshire are refinancing of student loans

SIXTH: The name of its registered agent in New Hampshire is HANK Gardner and the complete address (including zip code and post office box, if any) of its registered office in New Hampshire is (agent's business address) 224 Main Street, Salem NH 03079

State of New Hampshire
 Form FLLC 1 - Application for Foreign Re 4 Page(s)



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APPLICATION FOR REGISTRATION AS A
FOREIGN LIMITED LIABILITY COMPANY

Form No. FLLC 1
(Cont.)

(limited liability company name)

SEVENTH: (Complete this statement only if a Professional Limited Liability Company.) All the members and managers and those of its officers as required by the laws of (enter the state of formation) Mass and by RSA 304-D:12 are licensed in one or more states, territories of the United States or the District of Columbia to render a professional service described in the statement of purpose of the professional limited liability company.

Dated March 22 2006

Student Loan Solutions, LLC
(Exact name of limited liability company)

* St. De Vito

(Signature)

C/All Manager

(Title)

Stephen DeVito

(Type or print name of person signing)

Complete address of person signing:

16 Ivan Gile Rd
Salem NH 03079

- * MUST BE SIGNED BY A MANAGER OF THE LIMITED LIABILITY COMPANY. IF NO MANAGER, IT MUST BE SIGNED BY A MEMBER. (If the limited liability company is in the hands of a receiver, executor, or other court appointed fiduciary, trustee, or other fiduciary, it must be signed by that fiduciary.)

Mail total fees of \$100.00, DATED AND SIGNED ORIGINAL, CERTIFICATE OF EXISTENCE OR DOCUMENT OF SIMILAR IMPORT ISSUED BY THE STATE OR COUNTRY OF FORMATION AND FORM SRA to: Corporation Division, Department of State, 107 North Main Street, Concord NH 03301-4989.



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

March 1, 2006

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

STUDENT LOAN SOLUTIONS, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **March 5, 2004**.

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that, said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:

MATTHEW J. GAZDA

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **MATTHEW J. GAZDA**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **MARK DAVID GAZDA**

In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.



William Francis Galvin

Secretary of the Commonwealth



Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws

Part I – Business Identification and Contact Information

Business Name: STUDENT LOAN SOLUTIONS, LLC
Business Address (include city, state, zip): 224 Main Street, Salem NH 03079
Telephone Number: (603) 898-2584 E-mail: mark@studentloansolutions.com
Contact Person: Mark Garda

Contact Person Address (If Different): _____

Part II – Check ONE of the following items in Part II If more than one item is checked, this form will be rejected.
[PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below.
However, you must insure that your business meets all of the requirements spelled out in A), B) and C)]:

1. Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
 - A) This business has **10 or fewer owners**; and
 - B) Advertising **relating to the sale of ownership interests** has not been circulated; and
 - C) Sales of ownership interests – if any – will be **completed within 60 days** of the formation of this business.
2. This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____.
3. This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____.
4. This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III – Check ONE of the following items in Part III:

1. This business **is not** a New Hampshire corporation or limited partnership. (ALL LLC's should check this item.)
2. This business **is** a New Hampshire corporation or limited partnership and the articles of incorporation or certificate of limited partnership states whether capital stock or interests will be sold or offered for sale.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): Mark D. Garda Signature: Mark D. Garda CEO

Name (print): _____ Signature: _____

Name (print): _____ Signature: _____

Date: _____