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William M. Gardner
Secretary of State

STATE OF NEW HAMPSHIRE

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

Use black print or type.
Leave 1" margins both sides.
Form must be single-sided, on 8½" x 11" paper and have one inch margins on both sides. Double sided copies will not be accepted.

CERTIFICATE OF FORMATION
NEW HAMPSHIRE LIMITED LIABILITY COMPANY

THE UNDERSIGNED, UNDER THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY LAWS SUBMITS THE FOLLOWING CERTIFICATE OF FORMATION:

FIRST: The name of the limited liability company is NeF Capital Group, LLC

SECOND: The nature of the primary business or purposes are Management, collection, and acquisition of delinquent accounts

THIRD: The name of the limited liability company's registered agent is David S. Osterman

and the **street address**, town/city (including zip code and post office box, if any) of its registered office is (agent's business address) Suncook Business Park, Suite 17A, Route 28, Suncook, NH 03275

FOURTH: The latest date on which the limited liability company is to dissolve is none

FIFTH: The management of the limited liability company is vested in a manager or managers.

Dated June 22, 2005
effective 3:19 P.M.

*Signature: *David S Osterman*
Print or type name: David S. Osterman
Title: manager
(Enter "manager" or "member")

State of New Hampshire
Form LLC 1 - Certificate of Formation 2 Page(s)
, must be signed by a **member**.



**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: NeF Capital Group

Business Address (include city, state, zip): Suncook Business Park, Suite 17A, Route 28, Suncook, NH 03275

Telephone Number: (603) 669-4589 E-mail: dsosterman@nefcapital.com

Contact Person: David S. Osterman

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): David S. Osterman Signature: David S Osterman

Name (print): _____ Signature: _____

Name (print): _____ Signature: _____

Date: June 22, 2005