

Filing Fee: \$100.00

ID Number: 111551



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

RECEIVED STATE SECRETARY OF STATE CORPORATIONS DIV. MAR 16 7 39 AM '00

LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF REGISTRATION
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is Mercer Allied Company, "L.P." ^{OK}
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:
N/A

2. The limited partnership is organized under the laws of Delaware
and the date of its formation is 10/11/94

3. The general character of the business it proposes to transact in Rhode Island is:
Mortgage Broker

4. The name and address of the agent for service of process is The Prentice Hall Corporation System, Inc.
(Name of Agent)
170 Westminister Street, Suite 900 Providence RI 02903
(Street Address, not P O Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:
One Wall Street
Albany, NY 12205

7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
<u>Braham, Inc.</u>	<u>One Wall Street, Albany, NY 12205</u>
_____	_____
_____	_____
_____	_____
_____	_____

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

One Wall Street, Albany, NY 12205

9. A mailing address for the foreign limited partnership is One Wall Street, Albany, NY 12205

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

Date: 2/28/00 Mercer Allied Company, L.P.
Print Exact Name of Limited Partnership Making Application

FILED

MAR 16 2000

By John A. Vosdy

By: Braham, Inc., General Partner
By Peter R. Martin
Peter R. Martin, Vice President & Secretary

STATE OF New York
COUNTY OF Albany

In Albany, New York, on this 28th day of February, 2000, personally appeared before me Peter R. Martin who, being by me first duly sworn, declared that he/she is a general partner of Mercer Allied Company, L.P. the VP & Secretary of the that he/she signed the foregoing document as a general partner of the limited partnership, and that the statements herein contained are true

Leslie Ann Redlich
Notary Public
My Commission Expires _____

LESLIE ANN REDLICH
Notary Public, State of New York
Qualified in Rensselaer County
No. 4679602
Commission Expires Oct. 31, 2000

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "MERCER ALLIED COMPANY, L.P." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF LIMITED PARTNERSHIP, FILED THE ELEVENTH DAY OF OCTOBER, A.D. 1994, AT 3:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0305507

DATE: 03-09-00