Filing Fee: \$100.00

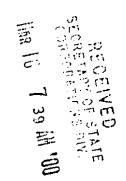
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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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." (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 <u>Delaware</u> and the date of its formation is <u>10/11/94</u>
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
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limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the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

1.	The name and business address of each general partner is:		
	General Partner	Business Address	
	Breham, Inc.	One Wall Street, Albany, NY 12205	
8.	The address of the office at which is kep contributions, together with an undertakil limited partnership's registration in this sta	ot a list of the names and addresses of the limited partners and their capital ing by the foreign limited partnership to keep those records until the foreign late is cancelled or withdrawn is:	
	One Wall Street, Albany, NY 13	2205	
9.	A mailing addrags for the facility limits at		
Э.	A mailing address for the foreign limited p	oartnership is One Wall Street, Albany, NY 12205	
	jurisdiction of its formation. e:2/28/00	Mercer Allied Company, L.P. Print Exact Name of Limited Partnership Making Application	
	FILED	By: Breham, Inc., General Partner By	
	U Sin See Bed	Peter R. Martin, Vice President & Secretary	
	MAR 16 2000		
	BY) 2 1 10 20 4 10 20 4		
STA	ATE OF New York		
CO	UNTY OF _Albany		
	n Albany. New York	00 Mile 20 Mile 22 M P 1	
арр	eared before mePeter R. Martin	on this 28th day of February 2000 personally	
dec	lared that he/she is a general partner of	who, being by me first duly sworn. Mercer Allied Company I B	
that	the VP & Secretary he/she signed the foregoing document as	Mercer Allied Company, L.P. yol the s a general partner of the limited partnership, and that the statements herein	
con	tained are true		
		Lesk On Rech	
		Notary Public	
		My Commission Expires	

LESLIE ANN REDLICH
Notary Public, State of New York
Qualified in Rensselaer County O
No. 4679602
Cormission Expires Oct. 31, 75

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.

9

Edward J. Freel, Secretary of State

AUTHENTICATION:

0305507

001096747

DATE: 03-09-00

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