

Filing and License Fee: \$230.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

PROVIDENCE STATE
CORPORATIONS DIV
2010 MAR 10 PM 3:18

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Commerce Lending II, Inc.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The total number of shares which the corporation has authority to issue is:

(a) *If only one class:* Total number of shares 8,000

or

(b) *If more than one class:* Total number of shares of each class _____

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is 171 Broadway
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its initial registered agent
(City/Town) (Zip Code)

at such address is James A. Iacoi
(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

FILED

MAR 10 2010

BY

113534 3:18

COMMERCE LENDING, INC.
66 Cook Street
Providence, Rhode Island 02906

February 23, 2010

Secretary of State
State of Rhode Island
Corporations Division
Providence, RI

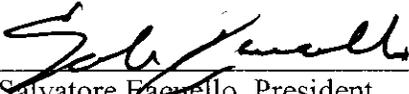
Re: Commerce Lending, Inc.

Dear Sir/Madam:

Please be advised that the undersigned, authorized person of Commerce Lending, Inc., hereby consents to the use of the name *Commerce Lending II, Inc.* for purposes of forming a Rhode Island corporation.

COMMERCE LENDING, INC.

By: _____


Salvatore Paucello, President