

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH,  
OF**

MERRILL LYNCH BUSINESS FINANCIAL SERVICES, INC.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 of the General Laws, 1956, as  
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)

amended, the undersigned corporation, organized under the laws of the State of  
DELAWARE, submits the following statement for the purpose of changing its  
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is

MERRILL LYNCH BUSINESS FINANCIAL SERVICES, INC.

SECOND: The address of its present registered office is 123 DYER STREET

PROVIDENCE

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02903

PROVIDENCE

THIRD: The address to which its registered office is to be changed is

c/o The Prentice-Hall Corporation System, Inc.  
Suite 900, 170 Westminster Street, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is

C T CORPORATION SYSTEM

FIFTH: The name of its successor registered agent is

The Prentice-Hall Corporation System, Inc.

By: Vicki Schreiber (Signature) VICKI SCHREIBER ASST VICE PRESIDENT

SIXTH: The address of its registered office and the address of the business office of  
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of  
directors.

Dated 6/21, 1995

MERRILL LYNCH BUSINESS FINANCIAL SERVICES, INC.

By

Michael J. Troccoli  
Its Vice President

STATE OF

COUNTY OF

} Sc.

At \_\_\_\_\_ in said county on this 21<sup>st</sup> day  
of June, 1995, personally appeared before me  
Michael J. Troccoli, who, being by me first duly sworn, declared that he  
is the Vice President of MERRILL LYNCH BUSINESS FINANCIAL SERVICES  
that he signed the foregoing document as Vice President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Nancy G. Kaminski  
Notary Public

NANCY G. KAMINSKI  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES NOV 9, 1998

RECEIVED  
SECRETARY OF STATE  
CORPORATE AFFAIRS

AUG 21 10 53 AM '95

FILED

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By DA #55  
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