

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. #

76247

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Merrill Lynch Business Financial Services Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is

Merrill Lynch Business Financial Services Inc.

SECOND: The name which it elects to use in Rhode Island is

Merrill Lynch Business Financial Services, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is March 27, 1987 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company 1209 Orange Street, Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903

and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

Ann Marie Cummins
Signature

ANN MARIE CUMMINS
ASSISTANT SECRETARY

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Commercial lending

FILED

MAR 28 1994

By *[Signature]*

119428

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
"SEE ATTACHED RIDER"	Director	800 Scudders Mill Rd.
	Director	Plainsboro, NJ 08536
	Director	
"SEE ATTACHED RIDER"	President	800 Scudders Mill Rd.
	Vice President	Plainsboro, NJ 08536
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common	-	\$10.00
1,000	Preferred	-	\$10.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common	C N/A	\$10.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 500 million.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0.00.

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 60 million.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 0.00.

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 12/12, 19 93

Merrill Lynch Business Financial Services Inc.
[Exact Corporate Name of Corporation Making Application]

By Michael J. Troccoli
Michael J. Troccoli Its Sr. Vice President
and Richard D. Kreuder
Richard D. Kreuder Its Secretary

STATE OF NEW JERSEY }
COUNTY OF MIDDLESEX } Sc.

At Plainsboro in said County on the 21 day
of December 19 93, before me personally appeared
MICHAEL J. TROCOLLI, who being by me first duly sworn, declared that
he is the SR VP of Merrill Lynch Business Financial Services Inc
that he signed the foregoing document as such SR VP of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

KIM A. PILLER
NOTARY PUBLIC OF
NEW JERSEY
MY COMMISSION EXPIRES
JULY 1, 1995

**ADDRESSES OF OFFICERS AND DIRECTORS
OF
MERRILL LYNCH BUSINESS FINANCIAL SERVICES INC.**

J. Arthur Urciuoli Chairman/President	117 Meadow Road Riverside, CT 06878-2521
Richard A. Hanson Director/Exec. V.P.	208 Orchard Road Trevenna Farm Skillman, NJ 08558
G. Stephen Thoma Director/Exec. V.P.	51 Buttonwood Lane Darien, CT 06820
Jeffrey S. Feldman Director/Sr. V.P.	150 Pembroke Lane Lake Forest, IL 60045
Michael J. Troccoli Sr. Vice President	11 Monroe Place Cranbury, NJ 08512
John A. Zwald Exec. Vice President	850 DeWitt Place Unit 9B Chicago, IL 60611
Steven A. Meczyssne Sr. Vice President	1640 South Devanshire Lane Lake Forest, IL 60045
Melvin W. Helfand Sr. Vice President	2828 Floral Drive North Brook, IL 60062
J. Robert LaRue Vice President	1623 Stratton Pond Lane Schaumburg, IL 60194
Frank G. Pawlowski Vice President	1370 Volkamer Trail Elk Grove Village, IL 60007
Gregory G. Scheiner Vice President	10008 Kilbourn Avenue Oak Lane, IL 60453
Nicholas A. Tenerelli Vice President	830 72nd Street Downers Grove, IL 60516
Daniel V. Dougherty Asst. Vice President	1560 N. Sandburg Terrace Apt. 3308 Chicago, IL 60610

Richard M. Koob
Asst. Vice President

8609 Fernald
Morton Grove, IL 60053

Thaddeus G. Kopczynski
Asst. Vice President

10037 S. Oakley Avenue
Chicago, IL 60643D

Douglas L. Rollins
Asst. Vice President

468 Ashford Lane
Valparaiso, IN 46383

Ira M. Lewis
Vice President

95 South Wiggins Lane
Skillman, NJ 08558

Gary C. Dolan
Vice President

319 Union Street
Brooklyn, NY 11231

Richard D. Kreuder
Secretary

25 Mayne Avenue
Stanhope, NJ 07874

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "MERRILL LYNCH BUSINESS FINANCIAL SERVICES INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1987, AT 10 O'CLOCK A.M.



William T. Quillen

William T. Quillen, Secretary of State

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AUTHENTICATION: 7067339

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DATE: 03-24-94