
FLORIDA FILING & SEARCH SERVICES, INC.

**P.O. BOX 10662 TALLAHASSEE, FL 32302
155 Office Plaza Dr Ste A Tallahassee FL 32301
PHONE: (800) 435-9371; FAX: (866) 860-8395**

DATE: 10/8/13

NAME: MERCHANT FACTORS CORP.

TYPE OF FILING: APPLICATION

COST: 78.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



FLORIDA STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
13 OCT -8 AM 8:42

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Merchant Factors Corp.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New York 3. 13-3125489
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 28, 1981 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1441 Broadway, 22nd Floor, New York, NY 10018
(Principal office address)

1441 Broadway, 22nd Floor, New York, NY 10018
(Current mailing address)

8. Financing smaller businesses and factoring of accounts receivable
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Florida Filing & Search Services, Inc.
Office Address: 155 Office Plaza Dr, He A
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Abbie Hodge
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Adam Winters

Address: 1441 Broadway, 22nd Floor
New York, NY 10018

Director: Neville Grusd

Address: 1441 Broadway, 22nd Floor
New York, NY 10018

B. OFFICERS

President: Adam Winters

Address: 1441 Broadway, 22nd Floor
New York, NY 10018

Vice President: Neville Grusd, EVP

Address: 1441 Broadway, 22nd Floor
New York, NY 10018

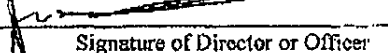
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. ✓

13. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. NEVILLE GRUSD, EXECUTIVE VICE PRESIDENT.
(Typed or printed name and capacity of person signing application)

ADDENDUM

Additional Officers/Directors of Merchant Factors Corp.

Executive Vice President

Scott Adler
1441 Broadway, 22nd Floor
New York, NY 10018

Directors

Bernice Kay
1441 Broadway, 22nd Floor
New York, NY 10018

Richard Wollman
1441 Broadway, 22nd Floor
New York, NY 10018

Steven Kaye
1441 Broadway, 22nd Floor
New York, NY 10018

Russell Kaye
1441 Broadway, 22nd Floor
New York, NY 10018

Bonnie Robins
1441 Broadway, 22nd Floor
New York, NY 10018

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of MERCHANT FACTORS CORP. was filed on 02/23/1981, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of October
two thousand and thirteen.*

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State