

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.  
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED  
 Sep 04 1997 8:00am  
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P23330 (4)**

1. Corporation Name  
**MERCHANT FACTORS, CORP.**



Principal Place of Business <b>1430 BROADWAY          NEW YORK NY 10018          US</b>	Mailing Address <b>1430 BROADWAY          NEW YORK NY 10018          US</b>
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified <b>03/08/1989</b>	3a. Date of Last Report <b>04/24/1996</b>
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2. Principal Place of Business <b>21</b>	2a. Mailing Address <b>26</b>
Suite, Apt. #, etc. <b>22</b>	Suite, Apt. #, etc. <b>27</b>
City & State <b>23</b>	City & State <b>28</b>
Zip <b>24</b>	Country <b>25</b>
Zip <b>29</b>	Country <b>30</b>

4. FEI Number <b>13-3125489</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**ULLMAN, MICHAEL W., ESO.  
 115 NW 187TH ST.  
 CAPITAL BANK BLDG., PENTHOUSE SUITE  
 NO. MIAMI BEACH FL 33169**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

**FL**

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) \_\_\_\_\_ DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	<b>KAYE, WALTER</b>	
STREET ADDRESS	<b>1450 BROADWAY</b>	
CITY-ST-ZIP	<b>NEW YORK NY</b>	
TITLE	V	<input type="checkbox"/> DELETE
NAME	<b>LEVINE, HOWARD</b>	
STREET ADDRESS	<b>1450 BROADWAY</b>	
CITY-ST-ZIP	<b>NEW YORK NY</b>	
TITLE	STD	<input type="checkbox"/> DELETE
NAME	<b>ROSENOW, STANLEY</b>	
STREET ADDRESS	<b>1450 BROADWAY</b>	
CITY-ST-ZIP	<b>NEW YORK NY</b>	
TITLE	D	<input type="checkbox"/> DELETE
NAME	<b>GORDON, MANUEL</b>	
STREET ADDRESS	<b>1450 BROADWAY</b>	
CITY-ST-ZIP	<b>NEW YORK NY</b>	
TITLE	D	<input type="checkbox"/> DELETE
NAME	<b>WOLLMAN, EDWARD</b>	
STREET ADDRESS	<b>1450 BROADWAY</b>	
CITY-ST-ZIP	<b>NEW YORK NY</b>	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	<b>1430 Broadway</b>
1.4 CITY-ST-ZIP	<b>New York, NY 10018</b>
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	<b>1430 Broadway</b>
2.4 CITY-ST-ZIP	<b>New York, NY 10018</b>
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	<b>1430 Broadway</b>
3.4 CITY-ST-ZIP	<b>New York, NY 10018</b>
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	<b>1430 Broadway</b>
4.4 CITY-ST-ZIP	<b>New York, NY 10018</b>
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	<b>1430 Broadway</b>
5.4 CITY-ST-ZIP	<b>New York, NY 10018</b>
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: **HOWARD LEVINE, S.V.P. QUINN** 8/27/97 (212) 840-7575

CR2E034 (4/97)