



# F02000004412

ACCOUNT NO. : 072100000032

REFERENCE : 202119 4305845

AUTHORIZATION :

COST LIMIT : *Patricia Pizit*  
\$ 4678.75

FILED  
AUG 28 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 27, 2001  
ORDER TIME : 12:17 PM  
ORDER NO. : 202119-075  
CUSTOMER NO: 4305845

CUSTOMER: Ms. Heather Thompson  
Willkie Farr & Gallagher  
787 Seventh Avenue  
New York, NY 10019-6099

900007397499-1  
-08/28/02--01052-012  
\*\*\*4678.75 \*\*\*4678.75

FOREIGN FILINGS

NAME: MEDALLION FINANCIAL CORP.

13

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: \_\_\_\_\_

Adm 4,600.00  
CF - 70.00  
CERT 8.75

BK  
DIVISION OF CORPORATION  
AUG 28 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

2001 JUL 13 PM 2:13  
DEPARTMENT OF STATE  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 20, 2001

JEANINE REYNOLDS  
CSC  
TALLAHASSEE, FL

SUBJECT: MEDALLION FINANCIAL CORP.  
Ref. Number: W01000016728

We have received your document for MEDALLION FINANCIAL CORP. and the authorization to debit your account in the amount of \$4678.75. However, the document has not been filed and is being retained for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 201A00042498

JUSTIN

Kim

9/28  
no response

7/20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
AUG 28 02 PM 1:23

FILED  
FILED

UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
OF  
MEDALLION FINANCIAL CORP.

FILED  
02 AUG 28 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being all the Directors of MEDALLION FINANCIAL CORP., a Delaware corporation (the "Corporation"), do hereby unanimously consent, pursuant to Section 141(f) of the Delaware Business Corporation Law, to the adoption of the following resolutions and that such action be taken without a meeting pursuant to said Section 141(f), which consent may be executed in any number of counterparts.

FILED  
02 AUG 28 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS, it is in the best interests of the Corporation that it be qualified to transact business in the State of Florida; and

WHEREAS, the name "Medallion Financial Corp." is not available for use in Florida; and

WHEREAS a proposed \$250 million (maximum available amount) revolving credit facility to be arranged by and among Medallion Funding Corp. ("Funding") and one or more of its affiliates and Merrill Lynch Bank USA and/or one or more of its affiliates has been presented to Funding for the purpose of financing Medallion Loans, such loans being loans that finance and are secured by taxicab licenses, known as "Medallions" (the "Proposed Financing"); and

WHEREAS, the Corporation and Funding intend to exchange Medallion Loans, from the Corporation, and commercial loans, from Funding, in connection with the Proposed Financing and Funding intends to transfer such Medallion Loans to Taxi Medallion Loan Trust I, a Delaware business trust.

NOW, THEREFORE, BE IT

Adoption of Name in Florida

RESOLVED, that the name "Medallion Financial Delaware Corp." is hereby approved for use in Florida; and

1087376.2


Asset Transfer

RESOLVED; that, we hereby consent as the sole shareholder of Funding to the transfer of all or substantially all of Funding's assets to Taxi Medallion Loan Trust I, a Delaware business trust. This consent is deemed to be a consent under Section 271 of the Delaware Laws.

[Signature page to follow.]

FILED  
02 AUG 28 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each Director has hereunto signed its name as of this 26<sup>th</sup> day of August, 2002.

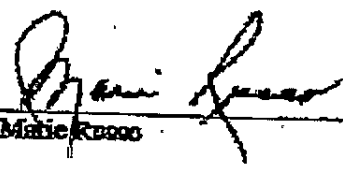
  
\_\_\_\_\_  
Alvin M. Murstein

  
\_\_\_\_\_  
Andrew M. Murstein

\_\_\_\_\_  
Mario M. Cuomo

\_\_\_\_\_  
Stanley Kunitz

\_\_\_\_\_  
David L. Rudnik

  
\_\_\_\_\_  
Marie Krooc

\_\_\_\_\_  
Frederick S. Hammer

FILED  
AUG 28 PM 1:23  
SECRETARY OF STATE  
FLORIDA

IN WITNESS WHEREOF, each Director has hereunto signed its name as of this day of August, 2002.

*Alvin Weinstein*  
Alvin Weinstein

Andrew M. Weinstein

*Mario M. Cuomo*  
Mario M. Cuomo

Stanley Kreftman

David L. Baskin

*Mario Russo*  
Mario Russo

Frederick S. Hamner

FILED  
02 AUG 28 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each Director has hereunto signed its name as of this 26  
day of August, 2002.

Alvin Murstein  
Alvin Murstein

Andrew M. Murstein  
Andrew M. Murstein

Mario M. Cuomo  
Stanley Kreitman

David L. Rudnik  
Marie Russo

Frederick S. Hammer  
Frederick S. Hammer

02 AUG 28 PM 1:23  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

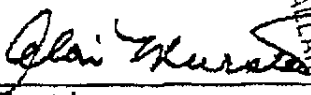
AUG-27-2002 13:04  
AUG. 26 02 (MON) 08:01

WILLKIE FARR 45-129  
RUDGO PROPERTIES

TEL: 1201-712-0419

45 129 P.07/08  
P. 004

IN WITNESS WHEREOF, each Director has hereunto signed its name as of this 26<sup>th</sup>  
day of August, 2002.



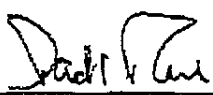
Alvin Murstein

FILED  
AUG 28 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

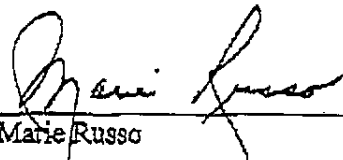
Andrew M. Murstein

Mario M. Cuomo

Stanley Kreitman



David L. Rudnick




Marie Russo

Frederick S. Hammer



IN WITNESS WHEREOF, each Director has hereunto signed its name as of this <sup>26</sup>  
day of August, 2002.

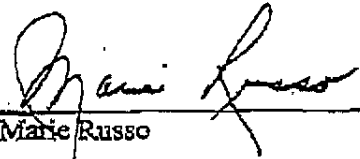
  
\_\_\_\_\_  
Alvin Murstein

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Andrew M. Murstein

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Mario M. Cuomo

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Stanley Kreitman

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David L. Rudnik

  
\_\_\_\_\_  
Marie Russo

  
\_\_\_\_\_  
Frederick S. Hammer

02 AUG 28 PM 1:23  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

FILED  
02 AUG 28 PM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- 1. Medallion Financial Corp. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware (State or country under the law of which it is incorporated)
3. 04-329-1176 (FEI number, if applicable)
4. October 20, 1995 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. 11/97 (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
7. 437 Madison Avenue, 38th Floor, New York, New York 10022 (Principal office address)
437 Madison Avenue, 38th Floor, New York, New York 10022 (Current mailing address)
Financing of commercial small business, such as taxi cabs, dry cleaners, and any other small business.
8. (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 or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

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.

Corporation Service Company
[Signature]
(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: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. SENIOR VICE PRESIDENT

(Typed or printed name and capacity of person signing application)

FILED  
02 AUG 28 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Medallion Financial Corp.

Rider - Officers and Directors

<u>Name</u>	<u>Position</u>	<u>Business Address</u>
Alvin Murstein	Chairman, Chief Executive Officer and Director	437 Madison Avenue, New York, NY 10022
Andrew Murstein	President and Director	437 Madison Avenue, New York, NY 10022
James Jack	Chief Financial Officer and Executive Vice President	437 Madison Avenue, New York, NY 10022
Marie Russo	Secretary and Senior Vice President	437 Madison Avenue, New York, NY 10022
Brian S. O'Leary	Executive Vice President, Chief Operating Officer and Chief Credit Officer	437 Madison Avenue, New York, NY 10022
Michael J. Kowalsky	Executive Vice President	437 Madison Avenue, New York, NY 10022
Larry Hall	Chief Accounting Officer	437 Madison Avenue, New York, NY 10022
Dean Ryan	Senior Vice President	437 Madison Avenue, New York, NY 10022
Stanley Kreitman	Director	437 Madison Avenue, New York, NY 10022
David L. Rudnick	Director	437 Madison Avenue, New York, NY 10022
Mario M. Cuomo	Director	437 Madison Avenue, New York, NY 10022
Frederick Hammer	Director	437 Madison Avenue, New York, NY 10022
Benjamin Ward	Director	437 Madison Avenue, New York, NY 10022
Conrad Isoldi	Senior Vice President and Chief Administrative Officer	437 Madison Avenue, New York, NY 10022

02 AUG 28 PM 1:23  
 FILED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDALLION FINANCIAL CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2001.

FILED  
02 AUG 28 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

2554210 8300

010311252

AUTHENTICATION: 1215503

DATE: 06-27-01