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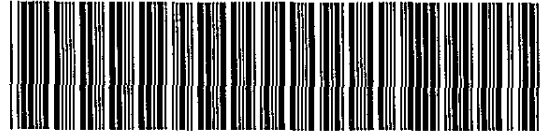
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DIVISION OF CORPORATION

03 JAN 28 AM 11:03 03 JAN 28 PM 1:39

CT CORPORATION

January 28, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5693759 WO
Customer Reference 1: Thomas Duffy
Customer Reference 2: MLCFC Qualification

Dear Secretary of State, Florida:

Please file the attached:

Merrill Lynch Commercial Finance Corp. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Merrill Lynch Commercial Finance Corp.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

T. DOUGLAS HOLLOWELL
(Name of Person)

MERRILL LYNCH COMMERCIAL FINANCE CORP.
(Firm/Company)

4 WORLD FINANCIAL CENTER, 250 VESEY STREET, 34TH FLOOR
(Address)

NEW YORK, NY 10080
(City/State and Zip code)

For further information concerning this matter, please call:

T. DOUGLAS HOLLOWELL at (212) 449-1656
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

**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. Merrill Lynch Commercial Finance 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 3. 68-0518519
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08/21/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4 World Financial Center, 250 Vesey Street, 9th Floor, New York, NY 10080
(Principal office address)
- same
(Current mailing address)

8. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under
the General Corporation Law of the State of Delaware
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

By: C T Corporation System
[Signature]
(Registered agent's signature)

Robin LaPeters
Assistant Secretary

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 ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

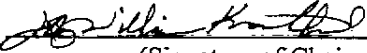
Secretary: _____

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. Jeffrey William Kronthal, President
(Typed or printed name and capacity of person signing application)

Merrill Lynch Commercial Finance Corp. Directors

Name	Title	Work Address	Home Address	Social Security Number	Date of Birth	Home Phone	Work Phone	Business Email Address
Jeffrey William Kronthal	Chairman	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	150 Hartshorn Drive Short Hills, NJ 07078	134-36-3481	12/10/1954	973-379-2093	212-449-1653	jeff.kronthal@ml.com
Michael Edwin Kelley	Director	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	91 Central Park West New York, NY 10023	182-56-5124	12/2/1959	212-595-8892	212-449-5742	michael.kelley@ml.com
Robert Edward Radway	Director	222 N. LaSalle Street, 18th Floor Chicago, IL 60601	3240 N. Lake Shore Drive Chicago, IL 60657	557-71-2826	6/10/1960	773-755-3830	312-499-3379	robert.radway@ml.com
Michael Alan Blum	Director	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	11 East Road Sands Point, NY 11050	105-56-0653	7/24/1964	516-944-0215	212-449-3486	michael.blum@ml.com
Jeffrey Scott Schultz	Director	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	411 Hartung Drive Wyckoff, NJ 07481	144-52-3497	7/15/1956	201-847-0715	212-449-6726	jeff.schultz@ml.com
Mark Scott Leiman	Director	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	18 Friendly Lane Jericho, NY 11753	089-48-5396	7/31/1959	516-935-4372	212-449-1639	mark.leiman@ml.com
Richard Allen Uhlig	Director	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	50 Colt Road Summit, NJ 07901	132-56-6986	2/6/1966	908-598-1891	212-449-2177	rich.uhlig@ml.com

Merrill Lynch Commercial Finance Corp. Officer

<u>Name</u>	<u>Title</u>	<u>Work Address</u>	<u>Home Address</u>	<u>Social Security Number</u>	<u>Date of Birth</u>	<u>Home Phone</u>	<u>Work Phone</u>	<u>Business Email Address</u>
Jeffrey William Kronthal	Chief Executive Officer	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	150 Hartshorn Drive Short Hills, NJ 07078	134-36-3481	12/10/1954	973-379-2093	212-449-1653	jeff.kronthal@ml.com
Mark Scott Leitman	Chief Financial Officer	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	18 Friendly Lane Joricho, NY 11753	089-48-5396	7/31/1959	516-935-4372	212-449-1639	mark.leitman@ml.com
Jeffrey Scott Schultz	Chief Operating Officer	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	411 Harming Drive Wyckoff, NJ 07481	144-52-3497	7/15/1956	201-847-0715	212-449-6726	jeff.schultz@ml.com
Michael Alan Blum	Managing Director	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	11 East Road Sands Point, NY 11050	105-56-0653	7/24/1964	516-944-0215	212-449-8486	michael.blum@ml.com
James Bartels Cason	Director	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	157 - Park Boulevard Malverne, NY 11565	966-60-3867	4/28/1963	516-593-9784	212-449-1219	jlm.cason@ml.com
Jeffrey Stuart Cohen	Director	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	21 Colgate Lane Woodbury, NY 11797	107-50-7206	11/9/1963	516-682-0177	212-449-9369	jeff.cohen@ml.com
Joshua Alan Green	Director	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	369 Mendham Road Bernardsville, NJ 07924	146-56-1850	2/14/1970	908-766-4586	212-449-7330	josh.green@ml.com
Joseph Anders Magnus	Director	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	180 Highland Road Rye, NY 10580	107-46-4929	12/10/1961	914-921-1972	212-449-7854	joseph.magnus@ml.com

Eugene Stanley Nagotko	Vice President	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	27 Furman Court Mahwah, NJ 07430	139-50-9145	12/28/1960	201-512-1032	201-557-4822	eugene_s_nagotko@ml.com
Thomas Douglas Hollowell	Vice President & Secretary	4 World Financial Center 250 Vesey Street, 34th Floor New York, NY 10080	45 Pineapple Street, Apt. 8A Brooklyn, NY 11201	380-82-3512	3/20/1962	718-596-4001	212-449-1656	douglas_hollowell@ml.com
Joanne (None) Pipoli	Assistant Secretary	4 World Financial Center 250 Vesey Street, 9th Floor New York, NY 10080	178 Hidden Court Bridge, NJ 08857	Old 088-58-3864	8/26/1961	732-679-6386	212-449-6569	joanne_pipoli@ml.com

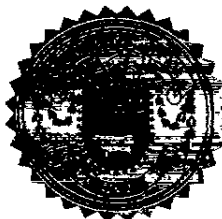
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERRILL LYNCH COMMERCIAL FINANCE 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-FIRST DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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030041444

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2215388

DATE: 01-21-03