

# F 95000005486



ACCOUNT NO. : 072100000032

REFERENCE : 741795 4803659

AUTHORIZATION :

*Patricia Rigg*

COST LIMIT : \$ 35.00

ORDER DATE : June 22, 2000

ORDER TIME : 2:37 PM

300003308153--7.

ORDER NO. : 741795-045

CUSTOMER NO: 4803659

CUSTOMER: Janice Kowalczyk, Legal Asst  
Phillips Lytle Hitchcock  
3400 Hsbc Center

Buffalo, NY 14203-2337

## FOREIGN FILINGS

NAME: HSBC BUSINESS LOANS, INC.

XX PROFIT  
XXXX AMENDMENT

XX CORPORATE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:  
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

*NC  
6-28-00  
SAS*

**FILED**  
00 JUN 28 PM 4:39  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**RECEIVED**  
00 JUN 28 PM 3:53  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. HSBC Business Loans, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Delaware  
Incorporated under laws of
3. November 8, 1995  
Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 1, 2000

5. HSBC BUSINESS CREDIT (USA) INC.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A  
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A  
New Jurisdiction

Jacalyn M. Shamrock  
Signature

June 19, 2000  
Date

Jacalyn M. Shamrock  
Typed or printed name

Vice President  
Title

**FILED**  
00 JUN 28 PM 4:39  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

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

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "HSBC BUSINESS LOANS, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "HSBC BUSINESS CREDIT (USA) INC.", THE THIRTIETH DAY OF MAY, A.D. 2000, AT 9 O'CLOCK A.M.

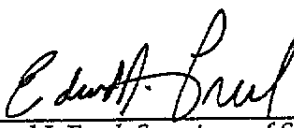
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2557618 8320  
001322932

  
Edward J. Freel, Secretary of State

0520990  
AUTHENTICATION:  
06-26-00  
DATE: