

F9600003245

1201 HAYS STREET  
NEW YORK, NY 10018  
(212) 222-0100  
(212) 222-0101 FAX



ACCOUNT NO. : 072100000032  
REFERENCE : 904966 4722830  
AUTHORIZATION :  
COST LIMIT : \$ 70.00  
4000001772824  
646-7595

ORDER DATE : April 2, 1996  
ORDER TIME : 9:32 AM  
ORDER NO. : 904966  
CUSTOMER NO: 4722830  
CUSTOMER: Deborah L. Schuster, Esq  
Republic Factors  
4th Floor  
452 Fifth Avenue  
New York, NY 100180000

FILE  
2nd

FOREIGN FILINGS

NAME: REPUBLIC FACTORS CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Harry B. Davis

RECEIVED  
95 APR 18 AM 11:16  
DIVISION OF CORPORATION  
RECEIVED  
96 APR -8 PM 3:57  
DIVISION OF CORPORATION  
FILED  
96 APR -8 PM 1:45  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
5/1/96

Reject #2



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 9, 1996

CSC NETWORKS

SUBJECT: REPUBLIC FACTORS CORP.  
Ref. Number: W9600007595

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document(s) in this office, however, the document is being returned for the following:

Please check the date of incorporation on line 4 of the application. It is not the same date as indicated in the certificate of existence for the corporation.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 996A00016125

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 APR -8 PM 1:45

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 25 PM 1:15

**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. Republic Factors 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. New York  
(State or country under the law of which it is incorporated)
3. 13-3859975  
(FEI number, if applicable)
4. November 25, 1992  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon call  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 452 Fifth Avenue  
New York, New York 10018  
(Current mailing address)
8. Factoring  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**  
**Name:** The Prentice-Hall Corporation System, Inc.  
**Office Address:** 1201 Hays Street,  
Tallahassee, Florida, 32301  
(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.*  
*The Prentice-Hall Corporation System, Inc.*  
By: Vicki Schreiber  
(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.

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DIVISION OF CORPORATIONS  
96 APR -6 PM 1:45

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: SEE ATTACHED LIST FOR ALL BELOW!!!  
Address: \_\_\_\_\_  
Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
Director: \_\_\_\_\_  
Address: \_\_\_\_\_

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: John M. Heffer  
Address: 452 Fifth Avenue New York, New York 10018

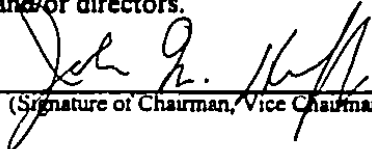
Vice President: Saul M. Langer  
Address: 452 Fifth Avenue, New York, New York 10018

Secretary: William F. Rosenblum, Jr.  
Address: 452 Fifth Avenue, New York, New York 10018

Treasurer: Gerald Ambrose  
Address: 452 Fifth Avenue, New York, New York 10018

**\*\*SEE ATTACHED LIST FOR ALL BELOW!!!**

**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. John M. Heffer President & Chief Executive Officer  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR - 8 PM 1:45

**Republic Factors Corp.**  
(A New York Corporation)

Directors:

<u>Name</u>	<u>Address</u>
Cyril S. Dwek	
Ronald Garber	
Ernest Ginsberg	452 Fifth Avenue
Russell Hart	New York, New York 10018
John M. Heffer	(for all)
Marc Heller	
Jeffrey C. Keil	
Saul M. Langer	
Robert S. Sandler	
Walter H. Weiner	
George Wendler	
Peter White	

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DIVISION OF CORPORATIONS  
96 APR -8 PM 1:45

Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
John M. Heffer	President & Chief Executive Officer	452 Fifth Avenue New York, New York 10018
Saul M. Langer	Senior Executive Vice President & Treasurer	(for all)
Gerald Ambrose	Executive Vice President & Chief Financial Officer	
Ronald Garber	Executive Vice President	
Russell Hart	Executive Vice President	
Marc Heller	Executive Vice President	
Robert S. Sandler	Executive Vice President	
Elliot Spierman	Executive Vice President	
Marion Wingens	Executive Vice President	
Howard Botwinick	Senior Vice President	
Stuart Broder	Senior Vice President	
Albert Cahmi	Senior Vice President	
Steven Dermer	Senior Vice President	
Mark Forchheimer	Senior Vice President	
Gregory Gallo	Senior Vice President	
David H. Landy	Senior Vice President	
Larry Laney	Senior Vice President	
Ronald Langfus	Senior Vice President	
Michael Plotnick	Senior Vice President	
Robert Rosenberg	Senior Vice President	
William F. Rosenblum, Jr.	Corporate Secretary	
Peter F. Heuzey	Director of Internal Audit	

**Republic Factors Corp.**

**Page 2**

Stuart Grier	First Vice President
Joseph Munn	First Vice President
Alvin Nilsen	First Vice President
Robert Noto	First Vice President
Thomas Revello	First Vice President
Daniel A. Rich	First Vice President
Richard Berditus	Vice President
Jerry F. Bickett	Vice President
James Cigan	Vice President
Ronald Cohen	Vice President
John Craven	Vice President
Steve Denner	Vice President
Robert Geiger	Vice President
Goffrey Goldstein	Vice President
Daniel Gwydir	Vice President
Ray Edward Hamerling	Vice President
George Heitner	Vice President
Patricio B. Hermosura	Vice President
Irving Hoffman	Vice President
Jeffrey Kremberg	Vice President
Marie Lavin	Vice President
Deborah Linder	Vice President
Robert McGlue	Vice President
Christine Meyers	Vice President
Donald Nunnari	Vice President
Richard Pellicciotta	Vice President
Jose Antonio Perez	Vice President
Matthew Poulis	Vice President
Herbert J. Richman	Vice President
Allen Solom	Vice President
Thomas Sullivan	Vice President
Tommy Valerio	Vice President
Jay Wasserman	Vice President
Anthony Weissman	Vice President
Scott Adler	Assistant Vice President
Joseph Alusick	Assistant Vice President
Louis Amodio	Assistant Vice President
James Condina	Assistant Vice President
Peter Dancak	Assistant Vice President
Thomas Dury	Assistant Vice President
Celia Gordon	Assistant Vice President
Gerry Hardie	Assistant Vice President
Rochelle Hertz	Assistant Vice President
Michael Jones	Assistant Vice President
Charles Kelleher	Assistant Vice President
Robert Krakower	Assistant Vice President
Michael Miller	Assistant Vice President
William Riffin	Assistant Vice President
Denise Sarachick	Assistant Vice President
Joseph Sforza	Assistant Vice President
Charles Stern	Assistant Vice President
Ronald Woghin	Assistant Vice President
Roslyn Worcester	Assistant Vice President

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DIVISION OF CORPORATIONS  
95 APR -8 PM 1:45

**Republic Factors Corp.**

**Page 3**

Johnathan Yoelson	Assistant Vice President
Vincent Alfano	Assistant Treasurer
John Alfarone	Assistant Treasurer
Tim Austin	Assistant Treasurer
Anthony Jay Bianco	Assistant Treasurer
James Brumback	Assistant Treasurer
Elizabeth Cantrell	Assistant Treasurer
Robin Tau-Chang	Assistant Treasurer
Nancy Clinton	Assistant Treasurer
Fedelia Cruz	Assistant Treasurer
Steven Deneff	Assistant Treasurer
Joseph De Pierro	Assistant Treasurer
Mark Dimitruk	Assistant Treasurer
Glen Dwyer	Assistant Treasurer
Margaret Echeverria	Assistant Treasurer
Robert Fine	Assistant Treasurer
David Feliciano	Assistant Treasurer
Neamyah Francis	Assistant Treasurer
Jeff Geminder	Assistant Treasurer
Mark Gorman	Assistant Treasurer
John R. Greene	Assistant Treasurer
Robert Higgins	Assistant Treasurer
Lloyd Johnston	Assistant Treasurer
Howard Kern	Assistant Treasurer
Kenneth Kerner	Assistant Treasurer
Robert Long	Assistant Treasurer
Lon Mashel	Assistant Treasurer
John McConnell	Assistant Treasurer
Dennis McNeill	Assistant Treasurer
Andrew McVeety	Assistant Treasurer
David Nordella	Assistant Treasurer
Timothy Pearce	Assistant Treasurer
Lydia Perry	Assistant Treasurer
Wayne Pickens	Assistant Treasurer
Vincent Pulco	Assistant Treasurer
Alfonso Rebong, Jr.	Assistant Treasurer
Irene Ripa	Assistant Treasurer
June Rivera	Assistant Treasurer
Gary Rodgers	Assistant Treasurer
Denis Rodriguez	Assistant Treasurer
Carl Rubing	Assistant Treasurer
Michael Schwartz	Assistant Treasurer
Steve Sipos	Assistant Treasurer
Lloyd Strother	Assistant Treasurer
Rock Volney	Assistant Treasurer
Anthony Wargacki	Assistant Treasurer
Patricia J. Howard	Assistant Secretary
Patricia E. O'Melia	Assistant Secretary
Lisa Weiner	Assistant Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR -8 PM 1:45

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

I hereby certify, that the certificate of incorporation of REPUBLIC FACTORS CORP. was filed on 11/25/1992, under the name of REPUBLIC ASSET MANAGEMENT (CANADA) LIMITED, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment REPUBLIC ASSET MANAGEMENT (CANADA) LIMITED, changing name to REPUBLIC PARTNERS (NEW YORK) CORPORATION, was filed 06/16/1995.

A Certificate of Amendment REPUBLIC PARTNERS (NEW YORK) CORPORATION, changing name to REPUBLIC FACTORS CORP., was filed 11/27/1995.



Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 21st day of June  
one thousand nine hundred and  
ninety-six.

*Elizabeth F. Trenchwell*

Secretary of State

95 APR -8 PM 1:45

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS





THE UNITED STATES  
CORPORATION  
COMPANY

F96000003245

ACCOUNT NO. : 072100000032

REFERENCE : 316334 4330090

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 35.00

ORDER DATE : April 2, 1997

ORDER TIME : 9:02 AM

ORDER NO. : 316334-010

400002138841--8

CUSTOMER NO: 4330090

CUSTOMER: Pat Howard, Vice President  
Republic New York Corporation  
452 Fifth Avenue  
Tower 7  
New York, NY 10018

FOREIGN FILINGS

NAME: REPUBLIC FACTORS CORP.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

FILED  
97 APR 14 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
97 APR 10 AM 10:03  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
NC  
11-14



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

April 10, 1997

CSC  
WARREN WHITTAKER  
TALLAHASSEE, FL 32301

SUBJECT: REPUBLIC FACTORS CORP.  
Ref. Number: F96000003245

We have received your document for REPUBLIC FACTORS CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 397A00018148

**RESUBMIT**

Please give original  
submission date as file date.

97 APR 14 PM 12:12  
DIVISION OF CORPORATIONS

RECEIVED

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

**Date authorized to do business in Florida**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## NEW OUTLOOK

## New Jurisdiction

*Walter Thomsen*  
Signature

April 8, 1997

100

William F. Rosenblum, Jr.  
Typed or printed name

**Corporate Secretary**

**THE**

**State of New York  
Department of State**

**ss:**

I hereby certify, that the certificate of incorporation of REPUBLIC BUSINESS CREDIT CORPORATION was filed on 11/25/1992, under the name of REPUBLIC ASSET MANAGEMENT (CANADA) LIMITED, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in 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 a subsisting corporation. I further certify the following:

A Biennial Statement was filed 11/10/1993.

A Certificate of Amendment REPUBLIC ASSET MANAGEMENT (CANADA) LIMITED, changing name to REPUBLIC PARTNERS (NEW YORK) CORPORATION, was filed 06/16/1995.

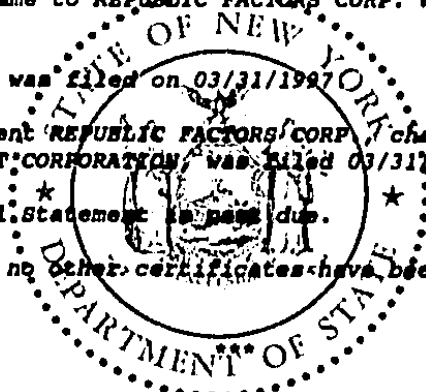
A Certificate of Merger and Name Change of REPUBLIC PARTNERS (NEW YORK) CORPORATION, changing name to REPUBLIC FACTORS CORP. was filed on 11/27/1995.

A Certificate of Merger was filed on 03/31/1997.

A Certificate of Amendment REPUBLIC FACTORS CORP. changing name to REPUBLIC BUSINESS CREDIT CORPORATION, was filed 03/31/1997.

The Corporation Biennial Statement is past due.

I further certify, that no other certificates have been filed by such corporation.



*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 03rd day of April  
one thousand nine hundred and  
ninety-seven.*

*Special Deputy Secretary of State*

CSC NETWORKS/PRENTICE HALL

CUST REF: 316334-005

Enclosed is the information you requested.

