



THE UNITED STATES  
CORPORATION  
COMPANY

F96000003245

ACCOUNT NO. : 072100000032

REFERENCE : 316334 4330090

AUTHORIZATION :

Patricia Pizotti

COST LIMIT : \$ 35.00

ORDER DATE : April 2, 1997

ORDER TIME : 9:02 AM

ORDER NO. : 316334-010

400002138844--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  
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.

RECEIVED  
97 APR 14 PM 12:12  
DIVISION OF CORPORATIONS

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporate Secretary  
Title

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.

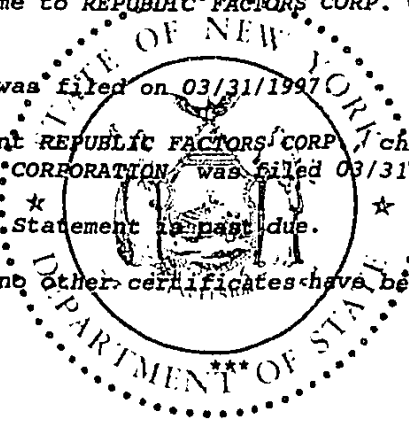
A Certificate of Merger and Name Change of REPUBLIC PARTNERS (NEW YORK) CORPORATION, changing name to REPUBLIC FACTORS CORP. was filed on 11/27/1995.

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.

