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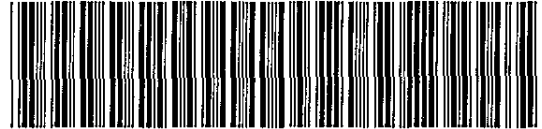
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05 AUG 23 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/23

NLC

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Key Equipment Finance Inc.
1000 South McCaslin Boulevard,
Superior, CO 80027

Tel: 720 304-1430
Fax: 720 304-1470
Email: fran.landiers@key.com

August 18, 2005

Louise Flemming-Jackson
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**RE: MERGER OF KEY CORPROATE CAPITAL INC. AND AMERICAN
EXPRESS BUSINESS FINANCE CORPORATION and NAME
CHANGE TO KEY EQUIPMENT FINANCE INC.**

Ms. Flemming-Jackson:

I apologize for the tardiness in replying to your letter of March 22, 2005 (a copy is attached), there was a change in personnel handling the corporate matters.

Enclose please find the application for withdrawal of authority for American Express Business Finance Corporation ("AEBF"), name change amendment for Key Corporate Capital Inc. ("KCCI"), and a copy of the Certificate of Merger, reflecting the fact that AEBF is the non-surviving entity and KCCI change its name to Key Equipment Finance Inc.

Included is a check, in the amount of \$70.00, for the filings (\$35.00 per filing).

I have also included a self-addressed, stamped envelope for you to use in returning the filed copies to my office.

Should you have any questions regarding this matter, please feel free to contact me.

Regards,

Fran Landers
Corporate Legal Coordinator

Enclosures

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: KEY CORPORATE CAPITAL INC.

(Name of corporation)

DOCUMENT NUMBER: F97000001003

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

FRAN LANDERS

(Name of person)

KEY EQUIPMENT FINANCE INC.

(Name of firm/company)

1000 S. MCCASLIN BLVD.

(Address)

SUPERIOR, CO 80027

(City/state and zip code)

For further information concerning this matter, please call:

FRAN LANDERS

(Name of person)

at (720) 304-1872

(Area code & daytime telephone number)

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 22, 2005

Erin M. Perry
% KEY CORPORATE CAPITAL INC.
1000 S. McCaslin Blvd.
Superior, CO 80027

SUBJECT: KEY CORPORATE CAPITAL INC.
Ref. Number: F97000001003

We have received your document for KEY CORPORATE CAPITAL INC..
However, the document has not been filed and is being returned for the following:

Chapters 607 and 617, Florida Statutes, do not provide for the filing of Articles of Merger between two foreign corporations. Therefore, a withdrawal application should be filed for any foreign corporation which is no longer transacting business in Florida due to a merger. A form and guidelines are enclosed.

The attached amendment form must be completed in order to change the name of the corporation.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6910.

Louise Flemming-Jackson
Document Specialist Supervisor

Letter Number: 605A00019472

RECEIVED
05 AUG 27 AM 8:00
DIVISION OF CORPORATIONS

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)

F97000001003

(Document number of corporation (if known))

1. KEY CORPORATE CAPITAL INC.

(Name of corporation as it appears on the records of the Department of State)

2. MICHIGAN

(Incorporated under laws of)

3. 2/25/1997

(Date authorized to do business in Florida)

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TALLAHASSEE, 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? MARCH 1, 2005

5. KEY EQUIPMENT FINANCE 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

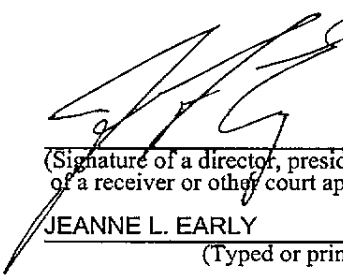
N/A

(New duration)

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

N/A

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

JEANNE L. EARLY

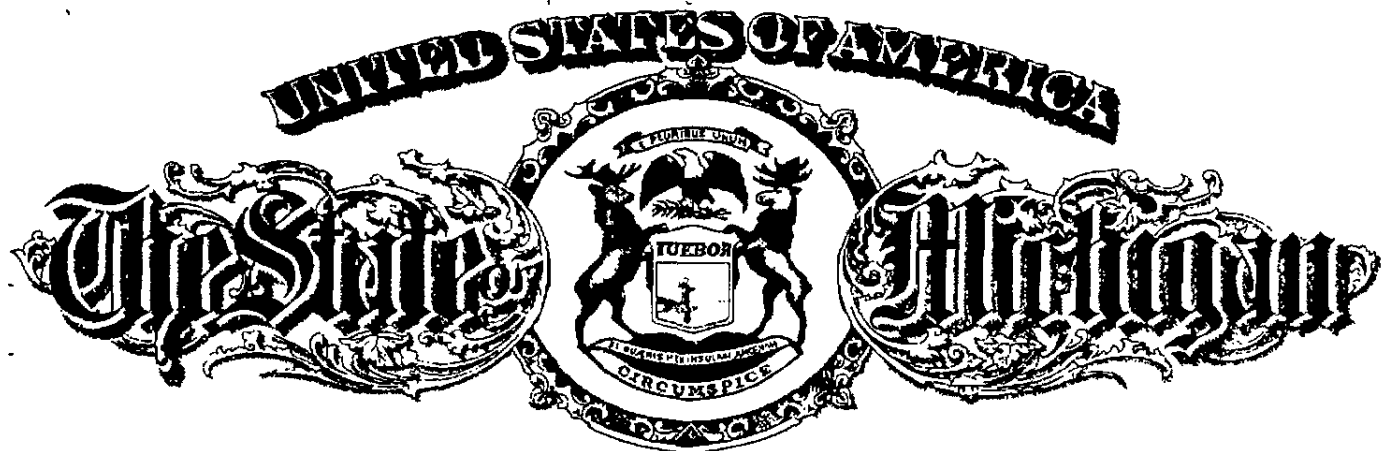
(Typed or printed name of person signing)

AUGUST 10, 2005

(Date)

ASSISTANT SECRETARY

(Title of person signing)



Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 1st day of March, 2005

Andrew S. Mitchell, Director

Bureau of Commercial Services

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received FEB 23 2005	(FOR BUREAU USE ONLY)
<div style="text-align: right;">FILED</div> <div style="text-align: right;">FEB 23 2005</div> <div style="text-align: right;">Administrator BUREAU OF COMMERCIAL SERVICES</div>	
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name Kent E. Shafer, Miller, Canfield, Paddock and Stone, P.L.C.	
Address 150 W. Jefferson Ave., Suite 2500	
City Detroit	State MI
Zip Code 48226	
EFFECTIVE DATE: <u>3-1-05</u>	
Expiration date for new assumed names: December 31,	
Expiration date for transferred assumed names appear in Item 6	

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

Key Corporate Capital Inc.

436982

American Express Business Finance Corporation

646041

b. The name of the surviving (new) entity and its identification number is:

Key Corporate Capital Inc.

436982

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

100 South Main Street, Ann Arbor, Michigan 48104

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the 1st day of March, 2005

3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation (see attached Plan of Merger)	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows: (not applicable)			

The manner and basis of converting shares are as follows:

(see attached Plan of Merger)

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

(see attached Plan of Merger)

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

- a) The Plan of Merger was approved by the majority consent of the incorporators of _____ a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

- b) The plan of merger was approved by:

☐ the Board of Directors of _____ the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

☒ the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

Key Corporate Capital Inc.

By

(Signature of Authorized Officer or Agent)
Jennifer Nance, Assistant Secretary

(Type or print name)

Key Corporate Capital Inc.

(Name of Corporation)

By

(Signature of Authorized Officer or Agent)

(Type or print name)

(Name of Corporation)

PLAN OF MERGER

This Plan of Merger (this "Plan") sets forth the terms of the merger (the "Merger") of American Express Business Finance Corporation, a Utah corporation ("AEBFC"), with and into Key Corporate Capital Inc., a Michigan corporation (the "Surviving Corporation"), and the change of the Surviving Corporation's name to "Key Equipment Finance Inc.," all effective as of 12:01 a.m., Eastern Standard Time, on March 1, 2005 (the "Effective Time").

1. Constituent Corporations.

The names of the constituent corporations in the Merger (the "Constituent Corporations") are:

American Express Business Finance Corporation

Key Corporate Capital Inc.

2. Surviving Corporation.

The current name of the Surviving Corporation is "Key Corporate Capital Inc." At the Effective Time, by virtue of the Merger and the amendment to the Surviving Corporation's articles of incorporation provided for in this Plan, the name of the Surviving Corporation will change to "Key Equipment Finance Inc."

3. Outstanding Shares of Each Constituent Corporation.

3.1 AEBFC. AEBFC has an authorized capital consisting of 1,000 common shares, \$0.01 par value, of which 100 shares are issued and outstanding and entitled to vote.

3.2 Surviving Corporation. The Surviving Corporation has an authorized capital consisting of 1,250 common shares without par value, all of which are issued and outstanding and entitled to vote.

4. Terms and Conditions of Merger.

At the Effective Time, the separate existence of AEBFC shall cease, and AEBFC shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be the surviving corporation of the Merger.

5. Manner and Basis of Converting Shares.

At the Effective Time, by virtue of the Merger and without any action on the part of the holders of any shares of either Constituent Corporation:

DELIB:2591756.2\109641-00019

5.1 AEBFC Shares. All outstanding common shares of AEBFC shall be canceled without the payment of any consideration.

5.2 Surviving Corporation Shares. Each outstanding common share of the Surviving Corporation shall continue to be an outstanding common share of the Surviving Corporation.

6. Effect of the Merger.

6.1 Status of Surviving Corporation at Effective Time. At the Effective Time:

(a) the articles of incorporation of the Surviving Corporation that are in effect immediately before the Effective Time, amended as provided in Section 7 of this Plan, shall continue to be the articles of incorporation of the Surviving Corporation;

(b) the bylaws of the Surviving Corporation in effect immediately before the Effective Time shall continue to be the bylaws of the Surviving Corporation;

(c) the directors of the Surviving Corporation in office immediately before the Effective Time shall continue to be the directors of the Surviving Corporation until their respective successors are duly elected and qualified or until their earlier death, resignation, or removal; and

(d) the officers of the Surviving Corporation in office immediately before the Effective Time shall continue to be the officers of the Surviving Corporation until their respective successors are duly appointed and qualified or until their earlier death, resignation, or removal.

6.2 Effect of Merger Under Corporation Statutes. At and after the Effective Time, the Merger shall have the effects set forth in Section 724(1) of the Michigan Business Corporation Act and Section 16-10a-1106(1) of the Utah Revised Business Corporation Act.

7. Amendment of Surviving Corporation's Articles of Incorporation.

Effective at the Effective Time, by virtue of the Merger, Article I of the Articles of Incorporation of the Surviving Corporation shall be amended to read in its entirety as follows:

ARTICLE I

~~The name of the corporation is: Key Equipment Finance Inc.~~

IN WITNESS WHEREOF, the Constituent Corporations have caused this Plan to be executed by their respective officers thereunto duly authorized as of February 14, 2005.

KEY CORPORATE CAPITAL INC.

By: 

Jennifer Nance
Assistant Secretary

AMERICAN EXPRESS BUSINESS FINANCE
CORPORATION

By: 

Jeanne L. Early
Secretary