

Division of Corporations

Page 1 of 2

F97000002603**Florida Department of State**

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000158300 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)521-1030

EFFECTIVE DATE
6-30-02

FILED
02 JUN 28 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

02 JUN 28 PM 2:08

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE**BUSINESS LOAN CENTER, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	045
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 28, 2002

BUSINESS LOAN CENTER, INC.
645 MADISON AVENUE
19TH FLOOR
NEW YORK, NY 10022US

SUBJECT: ~~BUSINESS LOAN CENTER, INC.~~
REF: F97000002603

*BLC Financial Network
of Florida, Inc.*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

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 (850) 245-6906.

Darlane Connell
Corporate Specialist

FAX Aud. #: H02000158300
Letter Number: 502A00041383

ARTICLES OF MERGER
Merger Sheet

MERGING:

BLC FINANCIAL NETWORK OF FLORIDA, INC., a Florida entity,
P96000057826

INTO

BUSINESS LOAN CENTER, INC., a Delaware entity, F97000002603

File date: June 28, 2002, effective June 30, 2002

Corporate Specialist: Teresa Brown

JUN. -26' 02 (WED) 17:59

P. 002/004

H02000158300 2

ARTICLES OF MERGER

OF

BLC FINANCIAL NETWORK OF FLORIDA, INC.
(a Florida corporation)

INTO

BUSINESS LOAN CENTER, INC.
(a Delaware corporation)To the Department of State
State of Florida

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), BLC Financial Network of Florida, Inc., a corporation organized under the law of the State of Florida ("Network - Florida"), and Business Loan Center, Inc., the foreign parent business corporation organized under the law of the State of Delaware, do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Network - Florida, a wholly-owned subsidiary of Business Loan Center, Inc., with and into its parent, Business Loan Center, Inc., as approved and adopted by the Board of Directors of Business Loan Center, Inc., on June 26, 2002, pursuant to Section 607.1104(1)(b) of the FBCA.

2. The merger of Network - Florida with and into Business Loan Center, Inc. is permitted by the laws of the jurisdiction of organization of Business Loan Center, Inc. and has been authorized in compliance with said laws.

3. Shareholder approval was not required for the merger, pursuant to Section 607.1104(1)(a).

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on June 30, 2002.

EFFECTIVE DATE
6-30-02FILED
02 JUN 28 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN. -26' 02(WED) 17:59

P.003/004

H02000158300 2

Executed on June 26, 2002.

BLC FINANCIAL NETWORK OF FLORIDA, INC.
(a Florida corporation)

By: 

Robert F. Tannenhauser
President and Chief Executive Officer

BUSINESS LOAN CENTER, INC.
(a Delaware corporation)

By: 

Robert F. Tannenhauser
President and Chief Executive Officer

JUN -26' 02(WED) 17:59

P. 004/004

H02000158300 2

PLAN OF MERGER

1. Business Loan Center, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of BLC Financial Network of Florida, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, shall merge BLC Financial Network of Florida, Inc. into Business Loan Center, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Delaware General Corporation Law.

2. The separate existence of BLC Financial Network of Florida, Inc. shall cease at the effective time and date of such merger pursuant to the provisions of the Florida Business Corporation Act; and Business Loan Center, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of BLC Financial Network of Florida, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of such merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of Business Loan Center, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.