

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Apr 02 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P23330** (4)  
1. Corporation Name  
**MERCHANT FACTORS, CORP.**

Principal Place of Business <b>1430 BROADWAY NEW YORK NY 10018 US</b>	Mailing Address <b>1430 BROADWAY NEW YORK NY 10018 US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>03/08/1989</b>	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number <b>13-3125489</b>		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/>		<b>\$8.75</b> Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00</b> May Be Added to Fees	
24 Country	29 Country	30		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**ULLMAN, MICHAEL W., ESQ.  
115 NW 167TH ST.  
CAPITAL BANK BLDG., PENTHOUSE SUITE  
NO. MIAMI BEACH FL 33169**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
<b>FL</b> 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>PO</b> <input type="checkbox"/> DELETE	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>KAYE, WALTER</b>	12 NAME	
STREET ADDRESS	<b>1430 BROADWAY</b>	13 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK NY</b>	14 CITY-ST-ZIP	
TITLE	<b>V</b> <input type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>LEVINE, HOWARD</b>	22 NAME	
STREET ADDRESS	<b>1430 BROADWAY</b>	23 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK NY</b>	24 CITY-ST-ZIP	
TITLE	<b>STD</b> <input type="checkbox"/> DELETE	31 TITLE	<b>D</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ROSENOW, STANLEY</b>	32 NAME	<b>Rosenow, Stanley</b>
STREET ADDRESS	<b>1430 BROADWAY</b>	33 STREET ADDRESS	<b>1430 Broadway</b>
CITY-ST-ZIP	<b>NEW YORK NY</b>	34 CITY-ST-ZIP	<b>New York, NY 10018</b>
TITLE	<b>D</b> <input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GORDON, MANUEL</b>	42 NAME	
STREET ADDRESS	<b>1430 BROADWAY</b>	43 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK NY</b>	44 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WOLLMAN, EDWARD</b>	52 NAME	
STREET ADDRESS	<b>1430 BROADWAY</b>	53 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK NY</b>	54 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	61 TITLE	<b>V</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		62 NAME	<b>Grusd, Neville</b>
STREET ADDRESS		63 STREET ADDRESS	<b>1430 Broadway</b>
CITY-ST-ZIP		64 CITY-ST-ZIP	<b>New York, NY 10018</b>

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

HOWARD LEVINE, S.V.P.

(212) 840-7575

CR2E034 (10/97)