

10-24-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): MRD
BNY FINANCIAL Corp. 10-21-02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York Corp.
- Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
- Assignment
 - Merger
 - Security Agreement
 - Change of Name
 - Other

Execution Date: _____

2. Name and address of receiving party(ies)
Name: GMAC Commercial Credit LLC
Internal
Address: 1290 Avenue of the Americas

Street Address: 3rd Floor
City: N.Y. State: N.Y. Zip: 10104

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Corp.

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

1972385

B. Trademark Registration No.(s)

1972385

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Ned Cohan

Internal Address: 300 -934-9800

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

Street Address: Nedco International, Inc.

4619 W. Pico Boulevard

City: Los Angeles State: CA Zip: 90019

10/23/2002 DBYRNE 00000236 1972385

DO NOT USE THIS SPACE

01 50.00 Payment and signature. 40.00 00

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

NED COHAN

Name of Person Signing

[Signature]

Signature

10/19/02

Date

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002604 FRAME: 0170

T U U U U U U U U U U U U U

Certificate of Merger

of

BNY Financial Corporation

into

BNY Factoring LLC

under

Section 1003

of the

Limited Liability Company Law

CT-07

CT-07

The undersigned corporation and limited liability company, each organized and existing under and by virtue of the laws of the State of New York, DO **HEREBY CERTIFY:**

First: That the name and jurisdiction of formation or organization of the business entities that are to merge are as follows:

- BNY Financial Corporation - New York
- BNY Factoring LLC - New York

Second: That, for each of the domestic business entities that are to merge, the date when the articles of organization or other formation documents were filed with the Secretary of State were as follows:

- BNY Financial Corporation - May 10, 1977, under the name of M.C.O. Factor Company, Inc.
- BNY Factoring LLC - June 9, 1999

Third: That an Agreement of Merger has been approved and executed by each of BNY Financial Corporation and BNY Factoring LLC.

Fourth: That the surviving business entity is BNY Factoring LLC and the name of the surviving business entity shall remain BNY Factoring LLC.

Fifth: That the merger is not to be effective upon filing of this Certificate of Merger. The merger is to be effective on June 29, 1999.

Sixth: That there shall be no changes in the articles of organization of the surviving limited liability company.

Seventh: That the Secretary of State is hereby designated as agent of the surviving limited liability company upon whom process against it may be served in any action or special proceeding, and that the address to which the

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served in any action or special proceeding, and that the address to which the Secretary of State may mail a copy of any process service upon him or her is 1290 Avenue of the Americas, 3rd Floor, New York, New York 10019.

Eighth: That the executed Agreement of Merger is on file at a place of business of the surviving limited liability company, and that such address is 1290 Avenue of the Americas, 3rd Floor, New York, New York 10019.

Ninth: That a copy of the Agreement of Merger will be furnished by the surviving limited liability company on request and without cost, to any member of the surviving domestic limited liability company or any person holding an interest in any other business entity merging with the surviving domestic limited liability company.

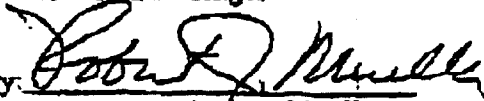
[The next page is an execution page.]

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IN WITNESS WHEREOF, BNY Factoring LLC, the surviving limited liability company, and BNY Financial Corporation, the merging corporation, have caused this Certificate of Merger to be executed as of this 23rd day of June, 1999.

BNY FACTORING LLC
(Surviving Limited Liability Company)

By: **THE BANK OF NEW YORK**, its sole member and manager

By: 

Name: Robert J. Mueller
Title: Senior Executive Vice President

BNY FINANCIAL CORPORATION
(Merging corporation)

By: _____
Name: Joseph A. Grimaldi
Title: Chairman, President & Chief Executive Officer

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BNY FACTORING LLC
(Surviving Limited Liability Company)

By: **THE BANK OF NEW YORK**, its sole member and manager

By: _____
Name: Robert J. Mueller
Title: Senior Executive Vice President

BNY FINANCIAL CORPORATION
(Merging corporation)

By: 
Name: Joseph A. Grimaldi
Title: Chairman, President & Chief Executive Officer

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CT-07

FILED

JUN 28 3 13 PM '99

CERTIFICATE OF MERGER
OF
ENY Financial Corporation
INTO
BNY Factoring LLC

UNDER SECTION 1003 OF THE LIMITED LIABILITY COMPANY LAW

JAC

100
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN. 28 1999
TAXS
BY: *JAC*

JUN 23 10 05 AM '99

RECEIVED

Counsel: Sullivan & Cromwell
125 Broad Street
New York, NY 10004-2490

RECEIVED

JUN 25 11 35 AM '99

5 BILLED

9906 28000 225

TOTAL P.87

690727000 300

CERTIFICATE OF AMENDMENT

OF THE

ARTICLES OF ORGANIZATION

OF

BNY FACTORING LLC

Under Section 211 of the Limited Liability Company Law

FIRST: The name of the Limited Liability Company is BNY Factoring LLC.

SECOND: The date of filing of the Articles of Organization is June 9, 1999.

THIRD: The amendment effected by this Certificate of Amendment is as follows:

(A) Paragraph FIRST of the Articles of Organization dealing with the name of the company is hereby amended to read as follows:

FIRST: The name of the limited liability company is: GMAC Commercial Credit LLC

(B) Paragraph FIFTH of the Articles of Organization dealing with management of the company is hereby amended to read as follows:

FIFTH: The sole member of the limited liability company is GMAC Commercial Credit LLC. The limited liability company is to be managed by the Member, or if determined by the Member in its sole discretion, by a manager or managers or a class or classes of managers.

GENERAL MOTORS ACCEPTANCE CORPORATION, a Delaware corporation, Sole Member

By: Teresa Hilde
Teresa Hilde

is: Director - Business Development

Dated: July 23, 1999

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