

Docket No: 11779-124001

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Commissioner for Trademarks: Please record the attached copies of an original document.

<p>1. Name of conveying party: BNY Factoring LLC</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation—State _____ <input checked="" type="checkbox"/> Other <u>New York Limited Liability Company</u></p> <p>Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party: GMAC Commercial Credit LLC 3044 West Grand Blvd. Detroit, MI 48202</p> <p><input type="checkbox"/> Individual(s) Citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation—State _____ <input checked="" type="checkbox"/> Other <u>New York Limited Liability Company</u></p> <p>If the assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: Restated Articles of Organization</p> <p>Execution Date: August 25, 1999</p>	

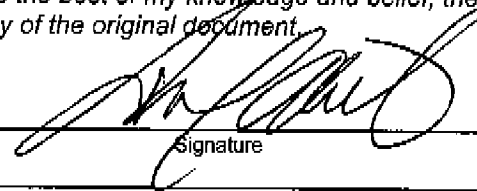
<p>4. Application number(s) or trademark number(s):</p> <p>A. Trademark Application No(s):</p>	<p>B. Trademark No(s): 1862454</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name/address of party to whom correspondence concerning document should be mailed:</p> <p>TIMOTHY A. FRENCH Fish & Richardson P.C. 225 Franklin Street Boston, MA 02110-2804</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR §3.41): \$40</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to charge Deposit Account.</p> <p>8. Deposit Account No.: 06-1050</p> <p>Please apply any additionally charges, or any credits, to our Deposit Account No. 06-1050.</p>
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DO NOT USE THIS SPACE

9. Statement and Signature: *To the best of my knowledge and belief, the foregoing information is true and correct and the attached is a true copy of the original document.*

Timothy A. French
Name of Person Signing



Signature

April 6, 2004
Date

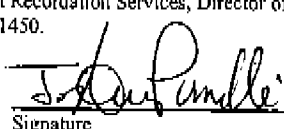
Total number of pages including cover sheet, attachments, and document: 4

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CERTIFICATE OF MAILING BY FAX

I hereby certify under 37 CFR §1.8(a) that this correspondence is being sent by fax on the date indicated below and is addressed to Mail Stop Assignment Recordation Services, Director of the United States Patent and Trademark Office, P. O. Box 1450, Alexandria, VA 22313-1450.

April 6, 2004
Date of Deposit



Signature

Jo-Ann Pomilla
Typed Name of Person Signing Certificate

TRADEMARK

CH \$40.00 061050 1862454

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**State of New York
Department of State** }

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **AUG 26 1999**



A handwritten signature in cursive script, appearing to read "J. Leach", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

DCB-1266 (5/94)

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CT-07

RESTATED ARTICLES OF ORGANIZATION
OF
GMAC COMMERCIAL CREDIT LLC

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CT-07

Under Section 214 of the Limited Liability Company Law

FIRST: The name of the limited liability company is GMAC COMMERCIAL CREDIT LLC. The limited liability company was originally formed under the name BNY Factoring LLC.

SECOND: The date of filing of the Articles of Organization is June 9, 1999. A Certificate of Amendment of the Articles of Organization was filed by the Department of State on July 27, 1999.

THIRD: The text of the Articles of Organization is restated and amended to reflect a change in Article 5 which relates to how the limited liability company is to be managed.

The restated text is as follows:

Article 1: The name of the limited liability company is GMAC Commercial Credit LLC.

Article 2: The county within this state which the principal office of the limited liability company is to be located is New York.

Article 3: The secretary of state of the State of New York is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state to which the secretary of state shall mail a copy of any process against the limited liability company served upon him or her as agent of the limited liability company is: 1290 Avenue of the Americas, 3rd Floor, New York, New York 10104.

Article 4: The name and street address within this state of the registered agent of the limited liability company upon whom and at which process against the limited liability company can be served is: Joseph A. Grimaldi, 1290 Avenue of the Americas, 3rd Floor, New York, New York 10104.

Article 5: The Member of the limited liability company is General Motors Acceptance Corporation. The limited liability company is to be managed by the Member.

IN WITNESS WHEREOF, these Restated Articles of Organization have been subscribed this 25th day of August, 1999, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

GENERAL MOTORS ACCEPTANCE CORPORATION;
a Delaware corporation, sole Member

By: *C. L. Channeville*
C. L. Channeville, Secretary

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RESTATED ARTICLES OF ORGANIZATION
OF
GMAC COMMERCIAL CREDIT LLC

UNDER SECTION 214 OF THE LIMITED LIABILITY COMPANY LAW

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 25 1999
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BY *MS*

GMAC COMMERCIAL CREDIT LLC
3044 WEST GRAND BLVD.
DETROIT, MI 48202

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