


Docket No: 11779-124001

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party: GMAC Commercial Credit LLC <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> Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party: GMAC Commercial Finance LLC 3000 Town Center Southfield, Michigan 48075 <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>Delaware Limited Liability Company</u> 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 Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: February 1, 2003		4. Application number(s) or trademark number(s): A. Trademark Application No(s): B. Trademark No(s): 1862454 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name/address of party to whom correspondence concerning document should be mailed: TIMOTHY A. FRENCH Fish & Richardson P.C. 225 Franklin Street Boston, MA 02110-2804		6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR §3.41): \$40 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to charge Deposit Account. 8. Deposit Account No.: 06-1050 Please apply any additionally charges, or any credits, to our Deposit Account No. 06-1050.	
DO NOT USE THIS SPACE			
9. Statement and Signature: <i>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.</i>			
Timothy A. French Name of Person Signing		 Signature	
		April 1, 2004 Date	
Total number of pages including cover sheet, attachments, and document: 8			

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CH \$40.00 061050 1862454

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 8, 2004
Date of Deposit


Signature

Jo-Ann Pomilla
Typed Name of Person Signing Certificate

TRADEMARK

Delaware

PAGE 1

The First State

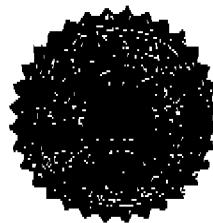
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"GAC COMMERCIAL CREDIT LLC", A NEW YORK LIMITED LIABILITY COMPANY,

WITH AND INTO "GAC COMMERCIAL FINANCE LLC" UNDER THE NAME OF "GAC COMMERCIAL FINANCE LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JANUARY, A.D. 2003, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF FEBRUARY, A.D. 2003, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3489438 8930

AUTHENTICATION: 2237186

030067412

DATE: 01-31-03
TRADEMARK

REEL: 002828 FRAME: 0619

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 12:30 PM 01/30/2003
 230063041 - 3469438

**CERTIFICATE OF MERGER
 OF
 GMAC COMMERCIAL CREDIT LLC
 WITH AND INTO
 GMAC COMMERCIAL FINANCE LLC**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, the undersigned surviving limited liability company submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation or organization of each of the limited liability companies or other business entities which is to merge are:

NAME	JURISDICTION
GMAC Commercial Credit LLC	New York
GMAC Commercial Finance LLC	Delaware

2. An agreement of merger has been approved and executed by each of the domestic limited liability companies or other business entities which are to merge.

3. The name of the surviving limited liability company is GMAC Commercial Finance LLC.

4. The merger shall become effective on February 1, 2003 at 12:01 a.m.

5. The agreement of merger is on file at a place of business of the surviving limited liability company which is located at 3000 Town Center, Suite 280, Southfield, Michigan 48075.

6. 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 any domestic limited liability company or any person holding an interest in any other business entity which is to merge.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 30th day of January, 2003, and is being filed in accordance with Section 18-209 of the Act by an authorized person of the surviving limited liability company in the merger.

GMAC Commercial Finance LLC

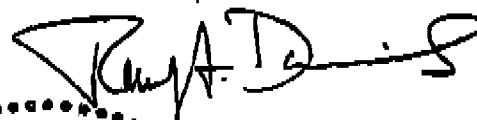
By: Cathy U. Quenneville
 Name: Cathy U. Quenneville
 Title: Secretary

GRC-COR1019416.1

State of New York)
Department of State) **ss:**

I hereby certify, that a certificate of merger of **GMAC COMMERCIAL CREDIT LLC**, a **NEW YORK** limited liability company, with **GMAC COMMERCIAL FINANCE LLC**, a **DELAWARE** limited liability company, and adoption of the name of **GMAC COMMERCIAL FINANCE LLC**, was filed in this office on 01/30/2003, with an effective date of 2/1/2003.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 03rd day of February
two thousand and three.*



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**CERTIFICATE OF MERGER
OF
GMAC COMMERCIAL CREDIT LLC
WITH AND INTO
GMAC COMMERCIAL FINANCE LLC**

UNDER SECTION 1003 OF THE LIMITED LIABILITY COMPANY LAW

FIRST: The name and jurisdiction of formation or organization of each limited liability company or other business entity that is to merge is as follows:

NAME	JURISDICTION
GMAC Commercial Credit LLC	New York
GMAC Commercial Finance LLC	Delaware

SECOND: As to each constituent domestic limited liability company, the date that the initial articles of organization were filed with the New York Department of State is as follows: June 9, 1999, and formed under the original name of BNY Factoring LLC.

THIRD: As to each constituent foreign limited liability company, the jurisdiction and date that the original articles of organization were filed is as follows: Delaware, February 7, 2002. The surviving foreign limited liability company has been qualified to do business in the State of New York as of January 21, 2003.

FOURTH: The name of the surviving foreign limited liability company is: GMAC Commercial Finance LLC.

FIFTH: An agreement of merger has been approved and executed by each of the domestic limited liability companies or other business entities that is a party thereto.

SIXTH: The future effective date or time if the merger is not to be effective upon filing is: February 1, 2003.

SEVENTH: The surviving foreign limited liability company may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of any domestic limited liability company previously amenable to suit in this state that is to merge and for the enforcement that is provided in the Limited Liability Company Law of the right of members of any domestic limited liability company to receive payment for their interests against the surviving foreign limited liability company.

EIGHTH: The surviving foreign limited liability company hereby agrees that, subject to Section 1003 of the Limited Liability Company Law, the surviving foreign limited liability company will promptly pay to the members of each constituent domestic limited liability company the amount, if any, to which they shall be entitled under the

provisions of the Limited Liability Company Law relating to the rights of members to receive payment of their interests.

NINTH: The Secretary of State of the State of New York is designated as agent of the surviving foreign 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 served upon him or her is: 3000 Town Center, Suite 280, Southfield, Michigan 48075.

TENTH: The merger is permitted by the laws of the jurisdiction of the constituent foreign limited liability company and is in compliance therewith. The constituent foreign limited liability company has complied as follows: GMAC Commercial Finance LLC has complied with the applicable provisions of the laws of the State of Delaware under which it is organized, and this merger is permitted by such laws.

ELEVENTH: The agreement of merger is on file at the place of business of the surviving foreign limited liability company. The address of such foreign limited liability company is: 3000 Town Center, Suite 280, Southfield, Michigan 48075.

TWELFTH: A copy of the agreement of merger will be furnished by the surviving foreign limited liability company on request and without cost to any member of any domestic limited liability company or to any person holding interest in any other business entity that is to merge.

IN WITNESS WHEREOF, this certificate has been subscribed this 30th day of January, 2003, by the undersigned who affirm that the statements made herein are true under penalties of perjury.

GMAC Commercial Credit LLC

By: Cathy J. Quenneville
Name: Cathy J. Quenneville
Title: Secretary (Authorized Person)

GMAC Commercial Finance LLC

By: [Signature]
Name: Gregory A. Craig
Title: President and Chief Executive Officer
(Authorized Person)

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CERTIFICATE OF MERGER
OF
GMAC COMMERCIAL CREDIT LLC
INTO
GMAC COMMERCIAL FINANCE LLC

UNDER SECTION 1003 OF THE LIMITED LIABILITY COMPANY LAW

DRAWDOWN

2004 JAN 30 10 50

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JAN 30 2004
TMS
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VEDDER PRICE KAUFMAN & KAMMHOZ
222 N. LASALLE STREET
CHICAGO, IL 60601

JAN 30 2 00 PM '04

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REEL: 002828 FRAME: 0624

MAR 25 2004 10:36 FR T200-12-D11 313 665 6300 TO 912483562265 P.08

DIVISION OF CORPORATIONS AND STATE RECORDS ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: GMAC COMMERCIAL FINANCE LLC

DOCUMENT TYPE: MERGER (FOR LLC) PROCESS COUNTY: NEWY

SERVICE COMPANY: CT CORPORATION SYSTEM SERVICE CODE: 07

CONSTITUENT NAME: GMAC COMMERCIAL CREDIT LLC

FILED: 01/30/2003 DURATION: ***** CASH#: 030130000775 FILM # 030130000739

ADDRESS FOR PROCESS THE LLC 3000 TOWN CENTER SOUTHEFIELD, MI 48075 SUITE 280 EFFECT DATE 02/01/2003

REGISTERED AGENT



FILER	FEES		PAYMENTS	
		135.00		135.00
VEDDER PRICE KAUFMAN & KAMMHOLOZ 222 N. LASALLE STREET CHICAGO, IL 60601	FILING TAX CERT COPIES HANDLING	60.00 0.00 0.00 0.00 75.00	CASH CHECK CHARGE DRAWDOWN BILLED REFUND	0.00 0.00 0.00 135.00 0.00 0.00

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