

State of Idaho

Department of State

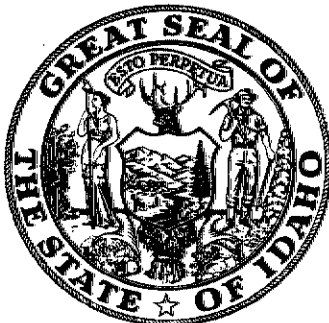
CERTIFICATE OF WITHDRAWAL OF

MARINE MIDLAND BUSINESS LOANS, INC.
File Number C 108758

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MARINE MIDLAND BUSINESS LOANS, INC. for a Certificate of Withdrawal from this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: October 7, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

Larry J. Clark

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

OCT 18 09 PM '96
SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of Idaho

Pursuant to Section 30-1-119, Idaho Code, the undersigned Corporation hereby applies for a certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is Marine Midland Business Loans, Inc.

The name which it used in Idaho is Marine Midland Business Loans, Inc.

2. It is incorporated under the laws of New York
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation may be mailed is c/o Office of the General Counsel
One Marine Midland Center, Buffalo, NY 14203
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for, and the corporation is not involved in or or threatened with litigation in any court in the State of Idaho.

By

Helen Kyriawa

Its President, Vice President, Secretary, or Assistant Secretary
(please specify)

Submit application and filing fee to:

Office of the Secretary of State
Division of Corporations

Secretary of State use IDAHO SECRETARY OF STATE

DATE 10/07/1996 0900 30451

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CK #: 117141 CUST#: 47921

FOR WITHDR

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