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Trey Grayson  
Secretary of State  
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ARTICLES OF MERGER

OF

NATIONAL CITY LEASING CORPORATION

AND

NATIONAL CITY COMMERCIAL CAPITAL COMPANY, LLC

To the Secretary of State  
Commonwealth of Kentucky

Pursuant to the provisions of the Kentucky Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging National City Leasing Corporation with and into National City Commercial Capital Company, LLC as approved by resolution adopted at a meeting by the Board of Directors of National City Leasing Corporation on July 25, 2006 and by resolution adopted at a meeting by the Board of Managers of National City Commercial Capital Company, LLC on July 25, 2006.

2. In respect of National City Leasing Corporation the designation, the number of outstanding shares, the number of votes entitled to be cast by each voting group entitled to vote on the Plan of Merger, and the number of votes of each voting group indisputably represented at the meeting at which the said merger was approved are as follows:

- (a) Designation of voting group: common
- (b) Number of outstanding shares of voting group: 10
- (c) Number of votes entitled to be cast by voting group entitled to vote on the Plan of Merger: 10

3. In respect of National City Leasing Corporation, the total number of votes cast for and against the Plan of Merger by each voting group entitled to vote on the said merger is as follows:

- (a) Designation of voting group: common
- (b) Number of votes of voting group cast for the Plan of Merger: 10
- (c) Number of votes of voting group cast against the Plan of Merger: 0

4. The said number of votes cast for the Plan of Merger was sufficient for the approval thereof by the said voting group.

5. The merger of National City Leasing Corporation with and into National City Commercial Capital Company, LLC is permitted by the laws of the jurisdiction of organization of National City Commercial Capital Company, LLC and has been authorized in compliance with said laws.

6. The effective time and date of the merger herein provided for in the Commonwealth of Kentucky shall be at the time of filing.

Executed on June 8, 2007.

NATIONAL CITY LEASING CORPORATION

By:   
Gerald L. Kopp, President

NATIONAL CITY COMMERCIAL CAPITAL  
COMPANY, LLC

By:   
Paul D. Geraghty, Manager

## **EXHIBIT A**

### **PLAN OF MERGER of NATIONAL CITY LEASING CORPORATION and NATIONAL CITY COMMERCIAL CAPITAL COMPANY, LLC**

(a) National City Leasing Corporation, a Kentucky corporation, will merge (the "Merger") with and into National City Commercial Capital Company, LLC, an Indiana limited liability company, in a transaction in which the separate corporate existence of National City Leasing Corporation will thereupon cease, and National City Commercial Capital Company, LLC shall be the surviving company.

(b) From and after the effective time of the Merger, the Merger shall have the effects specified in the Indiana Business Flexibility Act. Without limiting the generality of the foregoing, National City Commercial Capital Company, LLC shall be the surviving company (sometimes referred to herein as, the "Surviving Company") in the Merger and shall continue to be governed by the laws of the State of Indiana, and the separate corporate existence of National City Leasing Corporation and all of its rights, privileges, powers and franchises, public as well as private, and all its debts, liabilities and duties as a corporation organized under the Kentucky Business Corporation Act, shall continue unaffected by the Merger.

(c) The Merger shall become effective upon filing (the "Effective Time").

(d) The name of the Surviving Company is "National City Commercial Capital Company, LLC".

(e) The certificate of organization and amended and restated operating agreement of National City Commercial Capital Company, LLC in effect immediately prior to the Effective Time shall be the certificate of organization and amended and restated operating agreement of National City Commercial Capital Company, LLC, until amended in accordance with applicable law.

(f) The board of managers and officers of National City Commercial Capital Company, LLC immediately prior to the Effective Time shall be the board of managers and officers, respectively, of the Surviving Company, from and after the Effective Time, until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the terms of the Surviving Company's certificate of organization and amended and restated operating agreement and the Indiana Business Flexibility Act. The managers are Vincent D. Rinaldi, National City Commercial Capital Company, LLC, 995 Dalton Avenue, Cincinnati, OH 45203 and Paul D. Geraghty, National City Bank, 1900 East Ninth Street, Cleveland, Ohio 44114.

(g) The sole shareholder of the non-surviving corporation is also a member of the Surviving Company. The respective ownership percentages of the members of the Surviving Company immediately before the Effective Time will be the same respective percentage ownership interests, with identical limitations and relative rights, immediately on and after the Effective Time.