

843839

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

Account#: I20000000088

Date: 4/11/2018

Name: Chris Vick

Reference #: A435433

Entity Name: ELEMENT FLEET CORPORATION

Articles of Incorporation/Authorization to Transact Business

Amendment

Change of Agent

Reinstatement

Conversion

Merger

Dissolution/Withdrawal

Fictitious Name

Other _____

Authorized Amount: \$35
Signature: [Handwritten Signature]

④ CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
800.221.0102
+1.212.947.7200

④ EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REG. STATED IN ENGLAND & WALES,
REG. STRY #8010712
6 BEVIS MARKS, 1ST FL
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④ ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
INFINITUS PLAZA, 12TH FL
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HONG KONG
+852.3975.1803



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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GELCO CORPORATION
Name of Corporation

DOCUMENT NUMBER: 843839

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cindy Clipper
Name of Contact Person

Element Fleet Corporation
Firm/Company

940 Ridgebrook Road
Address

Sparks, Maryland 21152
City/State and Zip Code

cclipper@elementcorp.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cindy Clipper at (410) 771-2540
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

843839

(Document number of corporation (if known))

2018 APR 11 AM 8:51
FILED
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TALLAHASSEE, FLORIDA

1. GELCO CORPORATION

(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE 3. 8/2/1979

(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 1, 2018

5. Element Fleet Corporation

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Paul Danielson

(Typed or printed name of person signing)

Senior Vice President, General Cou

(Title of person signing)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ELEMENT VEHICLE MANAGEMENT SERVICES, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "GELCO CORPORATION" UNDER THE NAME OF "ELEMENT FLEET CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2017, AT 12:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2018 AT 12:01 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

791975 8100M
SR# 20181112663

Authentication: 202173826
Date: 02-19-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:40 PM 12/12/2017
FILED 12:40 PM 12/12/2017
SR 20177518566 - File Number 791975

**CERTIFICATE OF MERGER OF A
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION**

PURSUANT TO Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is GELCO CORPORATION, a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is ELEMENT VEHICLE MANAGEMENT SERVICES, LLC, a Delaware limited liability company.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is GELCO CORPORATION (the "Corporation" or "Surviving Corporation").

FOURTH: The merger is to become effective at 12:01 A.M. EST, January 1, 2018.

FIFTH: The Agreement and Plan of Merger is on file at 940 Ridgebrook Road, Sparks, Maryland 21152, the primary place of business of the Surviving Corporation.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the Surviving Corporation shall be the Corporation's Certificate of Incorporation except such Certificate of Incorporation shall be amended as follows:

"The name of the Corporation is changed from "GELCO CORPORATION" to "ELEMENT FLEET CORPORATION".

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 11th day of December 2017.

By: 
PAUL DANIELSON, Authorized Officer

Title: Secretary & Senior Vice President