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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

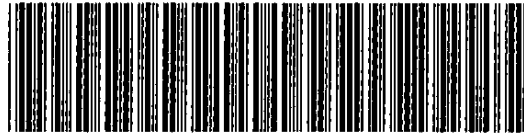
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

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2007 OCT 16 P 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** GE CAPITAL MARKETS, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DERREL M. MASON, ESQ.

(Name of Person)

Gregory and Adams, P.C.

(Firm/Company)

190 Old Ridgefield Road

(Address)

Wilton, CT 06897

(City/State and Zip code)

For further information concerning this matter, please call:

Delana Lustberg

(Name of Person)

at ( 203 ) 762-9000

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. GE CAPITAL MARKETS, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Delaware 3. 06-1076522
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/15/83 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3135 Easton Turnpike - W3B, Fairfield, CT 06828
(Principal office address)

same
(Current mailing address)

8. Securities and investment banking activities
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 660 E. Jefferson Street

Tallahassee, Florida 32301
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Kit Raseman
(Registered agent's signature)

Kit Raseman
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Please see attached list

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Please see attached list

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

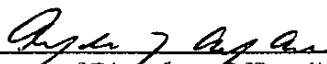
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. Allen E. Wallace, Senior Vice-President  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**GE CAPITAL MARKETS, INC.**

**LIST OF DIRECTORS AND OFFICERS**

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TALLAHASSEE, FLORIDA

**DIRECTORS:**

Kristi Colburn 299 Park Avenue, New York, NY 10171  
Kathryn A. Cassidy 201 High Ridge Road, Stamford, CT 06927

**OFFICERS:**

President & CEO Kristi Colburn, 299 Park Avenue, New York, NY 10171  
Senior VP Allen E. Wallace, 3135 Easton Turnpike, Fairfield, CT 06828  
Secretary Alan L. Langus, 3135 Easton Turnpike, Fairfield, CT 06828  
Treasurer Kathryn A. Cassidy, 201 High Ridge Road, Stamford, CT 06927  
Asst. Sec. Pamela Poulos, 3135 Easton Turnpike, Fairfield, CT 06828  
Asst. Treas. Amy Ruggiero, 3135 Easton Turnpike, Fairfield, CT 06828

# Delaware

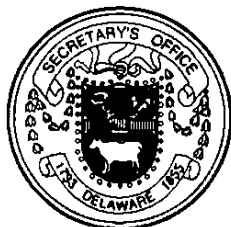
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GE CAPITAL MARKETS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF SEPTEMBER, A.D. 2007.

FILED  
2007 OCT 16 P 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2002968 8300  
070989535



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5980939

DATE: 09-06-07