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FILED
2001 JUL - 6 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 206342 4302451

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : June 29, 2001

ORDER TIME : 10:06 AM

ORDER NO. : 206342-510

CUSTOMER NO: 4302451

CUSTOMER: Michael Wenger, Esq
Weil Gotshal & Manges LLP
767 Fifth Avenue
Room 3149
New York, NY 10153

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL - 6 AM 11:21
NOT INTENDED
TO ACKNOWLEDGE
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FOREIGN FILINGS

NAME: GENERAL ELECTRIC CAPITAL
CORPORATION

XX CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

400004462464--7

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF STATUS

G. OUELLETTE JUL 0 6 2001

CONTACT PERSON: Janna Wilson - EXT# 1155

EXAMINER: _____

Jila 1st

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

General Electric Capital Corporation
(Name of Corporation)

New York
(Incorporated Under Laws Of)

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TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

260 Long Ridge Road

(Mailing Address)

Stamford, CT 06927

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Nancy E. Barton

Signature of the chairman or vice chairman of the board,
president, or any officer.

Secretary

Title

Nancy E. Barton

Typed or printed name

6/27/01

Date