858078

Metlife Capital Corp.
10900 NE 4th St.
P.O. Box C-97550
Bellevue, WA 98004-4405

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-10/27/98--01001--002
*****87.50 *****43.75

RECEIVED
98 SEP 21 AM 8:11
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 26 AM 9:42

W98-21596

NIC
Amend
SB 10/27/98

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 21, 1998

Metlife Capital Corporation
10900 NE 4th St.
P.O. Box C-97550
Bellevue, WA 98004-4405

SUBJECT: METLIFE CAPITAL CORPORATION
Ref. Number: 858078

We have received your document for METLIFE CAPITAL CORPORATION . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of amendment is $35. For each certified copy requested, please add an additional $52.50.

It appears that the certification evidencing the new name is a copy. An original certificate or certified copy is requested.

The records of the Division of Corporations in Florida indicate that the subject corporation was first authorized to business in Florida is October 11, 1983.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 698A00047628

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SEP 28 1998

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Susan Payne
Senior Section Administrator

Letter Number: 698A00047628

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98 OCT 26 AM 8:20
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be completed)

1. MetLife Capital Corporation
Name of Corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: October 11, 1983

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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?

August 26, 1998

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

General Electric Capital Business Asset Funding Corporation

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

No Change

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

No Change

Paul J. Graf
Signature
Name and Title
Paul J. Graf, Secretary

9/4/98
Date

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "METLIFE CAPITAL CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "GENERAL ELECTRIC CAPITAL BUSINESS ASSET FUNDING CORPORATION", THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1998, AT 12:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

Edward J. Freel

Edward J. Freel, Secretary of State

2013941 8320

981394687

AUTHENTICATION: 9351611

DATE: 10-13-98

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

MetLife Capital Corporation (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

> RESOLVED, that the Certificate of Incorporation of MetLife Capital Corporation be amended by changing the First Article thereof so that, as amended, said Article shall be and read in its entirety as follows:
>
> The name of the corporation is General Electric Capital Business Asset Funding Corporation.

SECOND: That in lieu of a meeting and vote of the sole shareholder, the sole shareholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by Paul J. Graf, its Secretary, this 17th day of August, 1998.

MetLife Capital Corporation

By ________________
Paul J. Graf, Secretary

TRUE AND CERTIFIED COPY

By ________________

GENERAL ELECTRIC CAPITAL BUSINESS ASSET FUNDING CORPORATION STATEMENT OF OFFICERS AND DIRECTORS

OFFICERS

Bruce Nelson
General Manager
10900 N. E. 4th Street, Suite 500
Bellevue, WA 98004

Timothy L. Johnson
Executive Vice President
10900 NE 4th Street, Suite 500
Bellevue, WA 98004

Michael E. Taft
Executive Vice President
10900 NE 4th Street, Suite 500
Bellevue, WA 98004

Paul J. Graf
Senior Vice President / Secretary
10900 NE 4th Street, Suite 500
Bellevue, WA 98004

Joseph G. Rooney
Senior Vice President / CFO
10900 NE 4th Street, Suite 500
Bellevue, WA 98004

Robert V. Stefanowski
Vice President
44 Old Ridgebury
Danbury, CT 06810

DIRECTORS

Benjamin A. Bornstein
Director
44 Old Ridgebury
Danbury, CT 06810

Robert V. Stefanowski
Director
44 Old Ridgebury
Danbury, CT 06810

As of 10/16/98