

# DO2000000014

CT CORPORATION

CORPORATION(S) NAME

Gelco Fleet Trust

800005509468--6  
05/14/02 01052-031  
\*\*\*\*350.00 \*\*\*\*350.00

- |                                              |                                                 |                                                                |
|----------------------------------------------|-------------------------------------------------|----------------------------------------------------------------|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                                |
| <input type="checkbox"/> Nonprofit           |                                                 |                                                                |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                                  |
|                                              | <input type="checkbox"/> Reinstatement          |                                                                |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input checked="" type="checkbox"/> Other <i>Trust Company</i> |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA                          |
|                                              | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                                   |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                                   |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30                            |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up                    |
| <input type="checkbox"/> Mail Out            |                                                 |                                                                |

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

5/14/02

Order#: 5337625

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

2002 MAY 14 PM 6:34  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

FILED

RECEIVED  
02 MAY 14 PM 2:15  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

5/14/02

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE  
TO FILE OR QUALIFY**

**FILED**

Gelco Fleet Trust

2002 MAY 14 PM 6:34

A Delaware **TRUST**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In accordance with Section 609.02 of the Florida Statutes, pertaining to  
Common Law Declarations of Trust, the undersigned, the Chairman of the  
Board of Trustees of Gelco Fleet Trust, a

(Name of Trust)

Delaware

(State)

Trust hereby affirms in order to file or qualify

Gelco Fleet Trust

(Name of Trust)

, in the State of Florida.

1. Two or more persons are named in the Trust.
2. The principal address is Three Capital Drive, Eden Prairie, MN 53344
3. The registered agent and street address in the State of Florida is:  
CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324
4. Acceptance by the registered agent: Having been named as registered  
agent to accept service of process for the above named Declaration of Trust  
at the place designated in this affidavit, I hereby accept the appointment as  
registered agent and agree to act in this capacity.

**James M. Halpin**  
Assistant Secretary

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of  
Trust under which the association proposes to conduct its business in  
Florida

Wilmington Trust Company

Name:

Chairman of the Board of Trustees

**W. Chris Sponenberg**  
Vice President / **TRUSTEE**

NOTARY

**KATHLEEN A. PEDELM**  
**NOTARY PUBLIC DELAWARE**  
My Commission Expires Oct 30, 2002

Filing Fee: \$350.00  
Certified Copy: \$ 8.75 (optional)

FROM RICHARDS, LAYTON, & FINGER

(WED) 4.10'02 13:37/ST. 13:36:46  
STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 08:30 AM 04/10/2002  
020229367 - 3512398

### CERTIFICATE OF TRUST OF GELCO FLEET TRUST

This Certificate of Trust of Gelco Fleet Trust (the "Trust"), dated as of April 10, 2002 (the "Certificate of Trust"), is being duly executed and filed by the undersigned, as Trustees, to form a business trust under the Delaware Business Trust Act (12 Del. C. § 3801 et seq.) (the "Act").

1. Name. The name of the business trust formed hereby is Gelco Fleet Trust.
2. Delaware Trustee. The name and business address of the Trustee of the Trust in the State of Delaware is Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, Attention: Corporate Trust Administration.
3. Duly Authorized. The Trustee is duly authorized to sign this Certificate of Trust.
4. Series. Pursuant to Section 3806(b)(2) of the Act, the Trust shall issue one or more series of beneficial interests having the rights and preferences set forth in the governing instrument of the Trust, as the same may be amended from time to time (each a "Series").
5. Notice of Limitation of Liabilities of each Series. Pursuant to Section 3804(a) of the Act, there shall be a limitation on liabilities of each Series such that (a) the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular Series shall be enforceable against the assets of such Series only, and not against the assets of the Trust generally or the assets of any other Series thereof and (b) none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the Trust generally or any other Series thereof shall be enforceable against the assets of such Series.
6. Power of Attorney. Gelco Corporation, doing business as GE Capital Fleet Services (the "Company") has been designated by the Trust as the true and lawful attorney-in-fact for and on behalf of the Trust, with full power and authority to perform any and all acts related to managing, servicing, administering and collecting any part of the corpus of the Trust and is authorized and empowered to execute and deliver, on behalf and in the name of the Trust, any and all instruments, certificates or other documents relating thereto. The Company also has the right, power and authority to designate in writing other persons and entities ("Company Designees") as true and lawful attorneys-in-fact for and on behalf of the Trust to do anything that the Company has the power to do under this paragraph. Without limiting the generality of the foregoing, the Company or any Company Designee is hereby authorized and empowered by the Trust to execute and deliver, on behalf of the Trust, any and all applications for certificates of

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OFFICE OF THE  
CLERK OF THE  
COURT  
STATE OF FLORIDA

FROM RICHARDS, LAYTON, & FINGER

(WED) 4.10'02 13:37/ST.13:36/NO.4863821875 P 3

title or duplicates of such certificates in the name of the Trust, any and all applications for registrations of vehicles and/or license plates, any and all applications for transfers of certificates of title or registrations for vehicles and/or license plates, and any and all other instruments, certificates or other documents which the Company or a Company Designee deems necessary or advisable to record, hold or release title to and/or registration of motor vehicles in the name of the Trust. A photocopy or original of this Certificate of Trust shall have the same effect as an original, manually signed and acknowledged Power of Attorney.

[SIGNATURE PAGE FOLLOWS]

FROM RICHARDS, LAYTON, & FINGER

(WED) 4.10'02 13:37/ST.13:36/NO.4863821875 P 4

IN WITNESS WHEREOF, the undersigned, being all of the Trustees of the Trust, have duly executed this Certificate of Trust as of the date first above written in accordance with the Act.

Wilmington Trust Company, not in its individual capacity, but solely as Delaware Trustee, Administrative Trustee and UTI Trustee

By:   
Name: Donald G. MacKelcan  
Title: Vice President

**FILED**  
2002 MAY 14 PM 6:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA