



THE UNITED STATES
CORPORATION
COMPANY

F00000003945

ACCOUNT NO. : 072100000032

REFERENCE : 753791 4302451

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : July 5, 2000

ORDER TIME : 9:29 AM

ORDER NO. : 753791-045

CUSTOMER NO: 4302451

300003322853--4

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

FOREIGN FILINGS

NAME: GECS MERGER SUB, INC.

(Signature)

FILED
OFFICE OF STATE
DIVISION OF CORPORATIONS
00 JUL 14 AM 11:21

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

3/27/14
RECEIVED
00 JUL 14 PM 9:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: GECS MERGER SUB, 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:

Robert Bruskin

(Name of Person)

c/o CSC The United States Corporation Company

(Firm/Company)

Suite 8746, Two World Trade Center

(Address)

New York, NY, 10048-0203

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Robert Bruskin

(Name of Person)

at (800) 221 0770

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

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**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.*

00 JUL 14 AM 11:21
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1. GECS MERGER SUB, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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

4. February 14, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o GENERAL COUNSEL, 260 LONG RIDGE ROAD
EAST STAMFORD, CT 06927
(Current mailing address)

To act as a financial services company. To engage in any act or activity for which corporations may be organized.
8. _____
(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 or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip code)

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.

By: John Pelletier
(Registered agent's signature)

John Pelletier, Assistant Vice President

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

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 Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JOHN V. OGDEN, Secretary
(Typed or printed name and capacity of person signing application)

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LIST OF OFFICERS AND DIRECTORS OF GECS MERGER SUB, INC.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Christopher Jacobs	President	260 Long Ridge Road East Stamford, CT 06927
Nancy E. Barton	Senior Vice President	260 Long Ridge Road East Stamford, CT 06927
John V. Ogden	Vice President / Secretary	260 Long Ridge Road East Stamford, CT 06927
James A. Parke	Senior Vice President	260 Long Ridge Road East Stamford, CT 06927
Jeffrey S. Werner	Senior Vice President / Treasurer	260 Long Ridge Road East Stamford, CT 06927
Michael Meehan	Vice President / Assistant Secretary / Assistant Treasurer	260 Long Ridge Road East Stamford, CT 06927

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Nancy E. Barton	260 Long Ridge Road East Stamford, CT 06927
James A. Parke	260 Long Ridge Road East Stamford, CT 06927

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GECS MERGER SUB, 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 FIFTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 14 AM 11:21




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0540246

001340456

DATE: 07-05-00