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FILED
May 30, 2001 8:00 am
Secretary of State

05-03-2001 91121 040 ***150.00

2001 UNIFORM BUSINESS REPORT (UBR)

DOCUMENT # F00000003945

1. Entity Name

GECS MERGER SUB, INC.

Principal Place of Business C/O GENERAL COUNSEL 260 LONG RIDGE ROAD EAST STAMFORD CT 06927	Mailing Address C/O GENERAL COUNSEL 260 LONG RIDGE ROAD EAST STAMFORD CT 06927
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2. Principal Place of Business	3. Mailing Address
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Suite, Apt. #, etc.	Suite, Apt. #, etc.
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City & State	City & State
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Zip	Country	Zip	Country
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DO NOT WRITE IN THIS SPACE

4. FEI Number	Applied For <input checked="" type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required

6. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525	7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code
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8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: registered agent signature required when reinstating)

9. This corporation is eligible to satisfy its intangible Tax filing requirement and elects to do so. (See criteria on back) <input type="checkbox"/>	FILE NOW!!! FEE IS \$150.00 After MAY 1, 2001 Fee will be \$550.00 Make Check Payable to Department of State	10. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees
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11. OFFICERS AND DIRECTORS		12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P JACOBS, CHRISTOPHER 260 LONG RIDGE ROAD EAST STAMFORD CT 06927 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD BARTON, NANCY E 260 LONG RIDGE ROAD EAST STAMFORD CT 06927 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VS OGDEN, JOHN V 260 LONG RIDGE ROAD EAST STAMFORD CT 06927 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD PARKE, JAMES A 260 LONG RIDGE ROAD EAST STAMFORD CT 06927 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VT WERNER, JEFFREY S 260 LONG RIDGE ROAD EAST STAMFORD CT 06927 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VAST MEEHAN, MICHAEL 260 LONG RIDGE ROAD EAST STAMFORD CT 06927 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

13. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 11 or Block 12 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: James A. Parke James A Parke 4-20-2003-357-4544

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (10/00)



Attachment
DH F0000003945

GE Capital

Corporate Tax Organization
777 Long Ridge Road, MS1659-C-2178
Stamford, CT 06927
203/357-4581 Fax 203/961-5596

CERTIFIED MAIL No. 7106 4575 1292 2406 7671

May 23, 2001

Florida Department of State
Division of Corporations - Annual Report Section
P.O. Box 6327
Tallahassee, FL 32314

Reference: GECS Merger Sub Inc.
Ref. No.: F00000003945

Dear Sir / Madam:

In response to your correspondence dated May 14, 2001, we are returning the copy of the Annual Report enclosed, with the following response:

Line 4 - FEI Number has been blanked-out and the box "Not Applicable" checked off.

GECS Merger Sub Inc., a new Delaware corporation, was created to implement the reincorporation of a sister - New York corporation., in order to change its state of incorporation from New York to Delaware. This will be considered a tax free F Reorganization under IRC §368(a)(1)(F) and will be implemented by creating a new corporation in Delaware, GECS Merger Sub Inc. This new corporation will remain inactive until the merger of the New York corporation, which will occur in the next couple of months. Once the merger occurs, the merged entity will have the same federal ID number.

If you have any questions or need further information, please call me at (203) 357-4581.

Sincerely,

Peter J. Nicosia
Senior Tax Manager

Enclosures