



# F00000003945

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REFERENCE : 206342 4302451

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED  
2001 JUL - 6 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 29, 2001

ORDER TIME : 10:04 AM

ORDER NO. : 206342-505

CUSTOMER NO: 4302451

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

RECEIVED  
DIVISION OF STATE  
CORPORATIONS  
2001 JUL - 6 AM 11:21  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

## FOREIGN FILINGS

NAME: GECS MERGER SUB, INC.

600004462466--0

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

*N.C.*  
G. COULLETTE JUL 0 6 2001

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: \_\_\_\_\_

*File 2nd*

**PROFIT CORPORATION**

## SECTION I

1. GECS MERGER SUB, INC.

Name of corporation as it appears on the records of the Department of State.

## 2. DELAWARE

Incorporated under laws of

3. JULY 14, 2000

Date authorized to do business in Florida

## SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 2, 2000

5. GENERAL ELECTRIC CAPITAL CORPORATION

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

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

### New Duration

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

## New Jurisdiction

Signature \_\_\_\_\_

May 7, 2001

Date \_\_\_\_\_

MICHAEL MEEHAN

Typed or printed name

-ASST. SECRETARY

Title

FILED  
2001 JUL -6 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "GECS MERGER SUB, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "GENERAL ELECTRIC CAPITAL CORPORATION", THE TWENTY-NINTH DAY OF JUNE, A.D. 2001, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SECOND DAY OF JULY, A.D. 2001, AT 10 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3174543 8320

AUTHENTICATION: 1222485

010318924

DATE: 07-02-01