

F040000002675

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

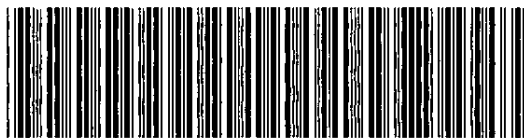
(Business Entity Name)

(Document Number)

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07 NOV 28 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FF  
NC  
11-28-07

MA 11-30

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** E\*TRADE Consumer Finance Corporation  
(Name of Corporation)

**DOCUMENT NUMBER:** F04000002675

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mary Nguyen  
(Name of Contact Person)

GEMB Lending Inc.  
(Firm/Company)

3355 Michelson Dr., 2nd Fl.  
(Address)

Irvine, CA 92612  
(City/State and Zip Code)

For further information concerning this matter, please call:

Mary Nguyen at ( 949 ) 892-4686  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee       \$43.75 Filing Fee & Certificate of Status       \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)       \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F04000002675  
(Document number of corporation (if known))

**FILED**  
**07 NOV 28 PM 1:53**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

1. E\*TRADE Consumer Finance Corporation  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. \_\_\_\_\_  
(Incorporated under laws of) (Date authorized to do business in Florida)

**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? \_\_\_\_\_

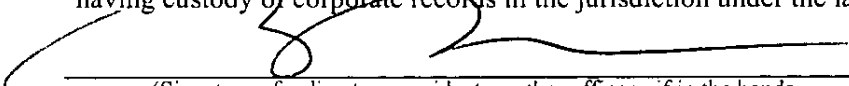
5. GEMB Lending Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

\_\_\_\_\_  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Gregory Gabriel, SVP, GEMB Lending Inc.  
(Typed or printed name of person signing)

SVP  
(Title of person signing)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "E\*TRADE CONSUMER FINANCE CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "GEMB LENDING INC.", THE NINETEENTH DAY OF DECEMBER, A.D. 2005, AT 5:45 O'CLOCK P.M.

0910171 8320

070938781



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5940332

DATE: 08-20-07