ANNUA	ROFIT ORATION IL REPORT 996		ELORIDA DEPART Saridra B Secretary DIVISION OF C	Mortham y of State		
OCUM	IENT # <b>F94C</b>	)0000	)6075 (5)	)		
GE CAF	PITAL CLAIMS SERVICE	es, inc.				
rincipal Place of Business N			Ung Address		A LEG ILEG IDIAL DARAL OUTAR OUTAL OUTAL	90:0) 00000 00010 00000 0000 0000 0000
3 capital de Eden prairie			3 CAPITAL DRIVE EDEN PRAIRIE MN 5534	14		Date of Last Report
	et Diocesta	28	Mailing Address		11/28/1994 4. FEL Number	05/01/1995 Applied For
Principal Mac	e of Business	26	- Maning Address		06-1167649	Not Applicable
Suite, Apt. #,	etc.	27	Suite, Apt # etc.		5. Certificate of Status Desired	\$8.75 Additional Fee Required
City & State		·····	City & State		6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
Zip	Country 25	28	Ζιρ	Country	8. This corporation has liability for intang Filorida Statutes	No
	9. Name and Address of Cu	urrent Regis	tered Agent	81 Name	10. Name and Address of New Regist	tered Agent
	PORATION SYSTEM				Idress (P.O. Box Number is Not Acceptable)	
				83		
PLANTA	TION FL 33324	0502 and 60 Floridal Satel Section 607.	7, 1508, Florda Statute i change was authorize 0505, Fiorida Statutes	83 84 City s, the above named corr d by the curporation's b	poration submits this statement for the purpose coard of directors. The eby accept the appointm	FL 85 Zip Code of changing its registered offi ent as registered agent. I am
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## **GE CAPITAL CLAIMS SERVICES, INC.**

2072

## CONSENT BY DIRECTORS IN LIEU OF FIRST MEETING

## AFTER ANNUAL MEETING OF STOCKHOLDERS

The undersigned, being all the directors of GE Capital Claims Services, Inc. (the "Corporation"), in conformance with the Delaware General Corporation Law and the By-laws of the Corporation, do hereby, in writing and without the necessity of calling a meeting, take the following action and adopt the following resolutions:

**RESOLVED,** that the resignation of the following named officers be, and hereby are accepted:

L. F. Kolls	President and Chief Executive Officer
P. F. Morley	Senior Vice President - Finance
B. J. Austin	Vice President, and Assistant Secretary
C. R. Carrasquillo	Vice President, General Counsel, and Secretary
D. E. Bergey	Vice President
C. R. Paquin	Vice President
M. W. Berkland	Comptroller
D. M. Boehm	Assistant Treasurer - Income Taxes
J. K. Fredlund	Assistant Treasurer
M. W. Berkland D. M. Boehm	Comptroller Assistant Treasurer - Income Taxes

FURTHER RESOLVED, that the following persons be elected officers of the Corporation to serve until their respective successors are chosen and qualified:

J. W. Gormley	President and Chief Executive Officer
R. B. Silva	Senior Vice President - Finance
P. F. Morley	Senior Vice President
B. J. Austin	Vice President, General Counsel, and Secretary
M. W. Berkland	Treasurer
P. S. Krop	Assistant Secretary
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**IN WITNESS WHEREOF,** the undersigned have signed this consent effective as of the 2nd day of April, 1996.

Gormlev

BAR R. B. Silva