

PO 8896

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

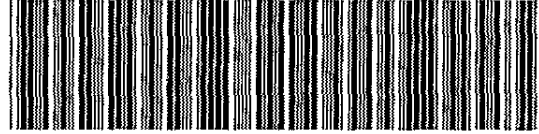
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2007 AUG -6 PM 1:15

BS 8/13/07  
NR

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** GE CAPITAL Public Finance, Inc.  
(Name of Corporation)

**DOCUMENT NUMBER:** P08896

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Yvonne Miller  
(Name of Contact Person)

GE CAPITAL SOLUTIONS  
(Firm/Company)

44 OLD RIDGEBURY ROAD  
(Address)

DANBURY, CT 06810  
(City/State and Zip Code)

For further information concerning this matter, please call:

Yvonne Miller at (203) 796-5779  
(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)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2007 AUG -6 PM 1:15

P08896  
(Document number of corporation (if known))

1. GE CAPITAL Public Finance, Inc.  
(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE 3. 1/30/1986  
(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? 7/16/2007

5. GE Government Finance, 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.

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

Yvonne Miller  
(Typed or printed name of person signing)

VP- LICENSING  
(Title of person signing)

# Delaware

PAGE 1

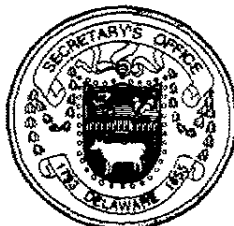
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GE CAPITAL PUBLIC FINANCE, INC.", CHANGING ITS NAME FROM "GE CAPITAL PUBLIC FINANCE, INC." TO "GE GOVERNMENT FINANCE, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 2007, AT 8:59 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2067878 8100

070815092



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5843105

DATE: 07-16-07

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:05 AM 07/16/2007  
FILED 08:59 AM 07/16/2007  
SRV 070815092 - 2067878 FILE

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
GE CAPITAL PUBLIC FINANCE, INC.

GE CAPITAL PUBLIC FINANCE, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the board of directors of the Corporation adopted, by the unanimous written consent of its members effective May 1, 2007, filed with the minutes of the board, a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that it is deemed advisable and in the best interests of the Corporation, that the Certificate of Incorporation of GE Capital Public Finance, Inc. be amended by changing Article First thereof so that, as amended, said Article shall be and read as follows:

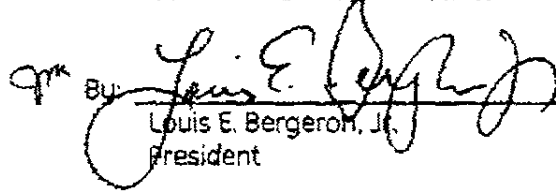
The name of the Corporation is GE Government Finance, Inc.

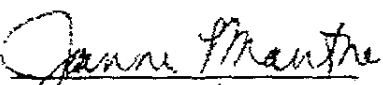
SECOND: That in lieu of a meeting and vote, the sole stockholder has given written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, GE CAPITAL PUBLIC FINANCE, INC. has caused this certificate to be signed by Louis E. Bergeron, Jr., its President, and attested by Joanne L. Manthe, its Secretary, this 2nd day of May, 2007.

GE CAPITAL PUBLIC FINANCE, INC.

By   
Louis E. Bergeron, Jr.  
President

Attest:   
Joanne L. Manthe  
Secretary