

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
GECS MERGER SUB, INC.**

File Number C 134808

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: July 20, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley L. Roe*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is GECS MERGER SUB, INC.
- The name which it shall use in Idaho is GECS MERGER SUB, INC.
- It is incorporated under the laws of Delaware
- Its date of incorporation is February 14, 2000
- The address of its principal office is c/o THE CORPORATION TRUST COMPANY
T1209 ORANGE STREET, WILMINGTON, DE 19801
- The address to which correspondence should be addressed, if different from item 5, is _____
c/o GENERAL COUNSEL, 260 LONG RIDGE ROAD, EAST STAMFORD, CT 06927
- The street address of its registered office in Idaho is 1401 Shoreline Drive
Boise, ID 83702 Corporation Service Company
, and its registered agent in Idaho at that address is _____
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider		

Dated: July 11, 2000

GECS MERGER SUB, INC.

(Corporation name)

By John V. Ogden
JOHN V. OGDEN

Its Secretary
(specify capacity of signer)

Customer Acct # :

(If using pre-paid form, use only)

07/20/2000 09:00
CK: 12592 CT: 19577 BH: 335049

1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C134808

Revised 7/97 g:\corpforms\ACA.prm6

SECRETARY OF STATE
STATE OF IDAHO

JUL 20 16 PM '00

FILED/EFFECTIVE

LIST OF OFFICERS AND DIRECTORS OF GECS MERGER SUB, INC.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Christopher Jacobs	President	260 Long Ridge Road East Stamford, CT 06927
Nancy E. Barton	Senior Vice President	260 Long Ridge Road East Stamford, CT 06927
John V. Ogden	Vice President / Secretary	260 Long Ridge Road East Stamford, CT 06927
James A. Parke	Senior Vice President	260 Long Ridge Road East Stamford, CT 06927
Jeffrey S. Werner	Senior Vice President / Treasurer	260 Long Ridge Road East Stamford, CT 06927
Michael Meehan	Vice President / Assistant Secretary / Assistant Treasurer	260 Long Ridge Road East Stamford, CT 06927

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Nancy E. Barton	260 Long Ridge Road East Stamford, CT 06927
James A. Parke	260 Long Ridge Road East Stamford, CT 06927

SECRETARY OF STATE
STATE OF CONNECTICUT

JUL 20 1 17 PM '00

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GECS MERGER SUB, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0540249

DATE: 07-05-00