

State of Idaho

Department of State

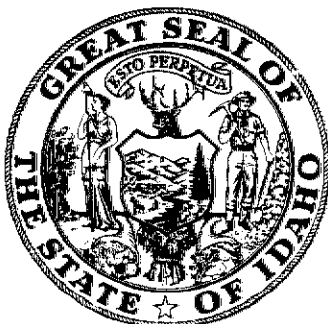
CERTIFICATE OF AUTHORITY OF

GE CAPITAL CONTRACT SERVICES, INC.
File number C 119861

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GE CAPITAL CONTRACT SERVICES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to GE CAPITAL CONTRACT SERVICES, INC. to transact business in this State under the name GE CAPITAL CONTRACT SERVICES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: June 16, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Alisa Hartley

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

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

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SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is GE Capital Contract Services, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 6/16/89 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different than item 5, is
6601 Six Forks Road, Raleigh, North Carolina 27615
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 6/10/97

GE Capital Contract Services, Inc.

(Corporation name)

By

John C. Taggart
Its President, Vice President, Secretary or Assistant Secretary

(please specify)

John C. Taggart

IDAHO SECRETARY OF STATE

Secretary of State use only

DATE 06/16/1997

0900

102339 2

CK #: 10103853 CUST# 69776

AUTH PRO 1@ 100.00= 100.00

CORP SUR 1@ 20.00= 20.00

: C

GE CAPITAL CONTRACT SERVICES, INC.

<u>OFFICERS</u>	<u>TITLE</u>
Gregory T. Barmore	Chairman, Director 6601 Six Forks Road, Raleigh, NC 27615
Thomas H. Mann	President & Chief Executive Officer, Director 6601 Six Forks Road, Raleigh, NC 27615
Martin H. Heck	Executive Vice President, Director 6601 Six Forks Road, Raleigh, NC 27615
Carolyn S. Littles	Senior Vice President & Chief Financial Officer, Director 6601 Six Forks Road, Raleigh, NC 27615
Gerhard A. Miller	Senior Vice President, Director 6601 Six Forks Road, Raleigh, NC 27615
JoAnn B. Rabitz	Senior Vice President, Director 6601 Six Forks Road, Raleigh, NC 27615
John C. Taggart	Senior Vice President & Secretary 6601 Six Forks Road, Raleigh, NC 27615
Joseph T. Cassidy	Vice President - Taxes 260 Long Ridge Road, Stamford, Connecticut 06927
Phil Gerlach	Vice President 6601 Six Forks Road, Raleigh, NC 27615
Robert A. Herlund	Vice President Three Executive Campus, Cherry Hill, New Jersey 08002
Brian Hurley	Vice President 6601 Six Forks Road, Raleigh, NC 27615
Jeffrey L. Hyde	Vice President - Taxes 260 Long Ridge Road, Stamford, Connecticut 06927
Marcia Nunn	Vice President 6601 Six Forks Road, Raleigh, NC 27615
Brenda Richardson	Vice President 6601 Six Forks Road, Raleigh, NC 27615
C.F. Steineger	Vice President 6601 Six Forks Road, Raleigh, NC 27615
Roberta H. Stike	Vice President 6601 Six Forks Road, Raleigh, NC 27615
Jeannie B. Green	Assistant Vice President & Assistant Secretary 6601 Six Forks Road, Raleigh, NC 27615
Thomas D. Terry	Assistant Vice President 6601 Six Forks Road, Raleigh, NC 27615
June B. Watkins	Assistant Secretary 6601 Six Forks Road, Raleigh, NC 27615
Kenneth E. Kempson	Assistant Treasurer - Taxes 260 Long Ridge Road, Stamford, Connecticut 06927

Gary Schulman

Assistant Treasurer - State Taxes

260 Long Ridge Road, Stamford, Connecticut 06927

John Amato

Assistant Treasurer - State Taxes

260 Long Ridge Road, Stamford, Connecticut 06927

Patricia Lecouras

Assistant Treasurer - State Taxes

260 Long Ridge Road, Stamford, Connecticut 06927

Judith Van Cleave

Assistant Treasurer - State Taxes

260 Long Ridge Road, Stamford, Connecticut 06927

Office of the Secretary of State

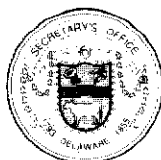
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SECRETARY OF STATE
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GE CAPITAL CONTRACT SERVICES, 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 JUNE, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8497247

DATE:

06-05-97