

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF AUTHORITY

OF

GECS MERGER SUB, INC.

File Number C 134808

I, PETE T. CENARRUSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, 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 Amended Certificate of Authority to reflect the name change from **GECS MERGER SUB, INC.** to **GENERAL ELECTRIC CAPITAL CORPORATION** and attach hereto a duplicate of the application for such amended certificate.

Dated: July 9, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *Monica Okubeny*



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

JUL 9 1 36 PM '01

(Instructions on back of application)

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, **Idaho Code**, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement. Complete only applicable items.

SECRETARY OF STATE

1. A Certificate of Authority was issued to the corporation by your office on JULY 20, , 2000
authorizing it to transact business in the State of Idaho under the name of GECS MERGER SUB, INC.

2. Its corporate name has been changed to GENERAL ELECTRIC CAPITAL CORPORATION

3. The name which it shall use hereafter in the State of Idaho is GENERAL ELECTRIC CAPITAL CORPORATION

4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: _____

Dated: May 7, 2001

GECS MERGER SUB, INC.

(Corporation Name)

Signature _____

Typed Name MICHAEL MEEHAN

Capacity ASST. SECRETARY

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 01/2001

IDaho SECRETARY OF STATE
07/09/2001 09:00
CK: 32868 CT: 47921 BH: 406861
1 @ 30.00 = 30.00 AMEND CERT # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C134808

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "GECS MERGER SUB, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "GENERAL ELECTRIC CAPITAL CORPORATION", THE TWENTY-NINTH DAY OF JUNE, A.D. 2001, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SECOND DAY OF JULY, A.D. 2001, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1222482

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DATE: 07-02-01