

State of Idaho

Office of the Secretary of State

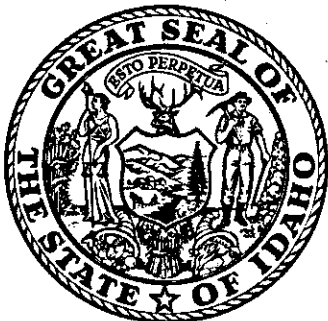
**CERTIFICATE OF AUTHORITY
OF
GE CAPITAL MARKETS, INC.**

File Number C 175450

I, BEN YSURSA, 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: October 15, 2007



Ben Yursa
SECRETARY OF STATE

By

Linda McChaney



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED EFFECTIVE
07 OCT 15 PM 12:38
SECRETARY OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:

GE Capital Markets, 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: 2/15/83

5. The address of its principal office is:

3135 Easton Turnpike, Fairfield, CT 06828

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 300 North 6th Street, Boise, ID 83702

and its registered agent in Idaho at that address is: CT Corporation System

8. The names and respective business addresses of its directors and officers are:

Name	Office Held	Business Address
Please see attached list		

Dated: 10/15/07

Signature: *Allen E. Wallace*

Typed Name: Allen E. Wallace

Capacity: Sr. Vice President

[The signer must be a director or an officer of the corporation.]

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

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forms\appforauthority_profit.ind
Revised 05/2005

IDAHO SECRETARY OF STATE
10/16/2007 05:00
CK: 25381 CT: 178471 BH: 1888711
1 @ 100.00 = 100.00 AUTH PRO # 2

Web Form

C175450

GE CAPITAL MARKETS, INC.

LIST OF DIRECTORS AND OFFICERS

DIRECTORS:

Kristi Colburn	299 Park Avenue, New York, NY 10171
Kathryn A. Cassidy	201 High Ridge Road, Stamford, CT 06927

OFFICERS:

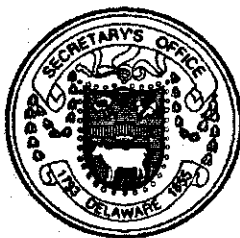
President & CEO	Kristi Colburn, 299 Park Avenue, New York, NY 10171
Senior VP	Allen E. Wallace, 3135 Easton Turnpike, Fairfield, CT 06828
Secretary	Alan L. Langus, 3135 Easton Turnpike, Fairfield, CT 06828
Treasurer	Kathryn A. Cassidy, 201 High Ridge Road, Stamford, CT 06927
Asst. Sec.	Pamela Poulos, 3135 Easton Turnpike, Fairfield, CT 06828
Asst. Treas.	Amy Ruggiero, 3135 Easton Turnpike, Fairfield, CT 06828

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GE CAPITAL MARKETS, 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 SIXTH DAY OF SEPTEMBER, A.D. 2007.



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070989535

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5980937

DATE: 09-06-07