

05-16-2002



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5/3/02

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

05/15/2002 TDAZ1 00000109 1236791

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002506 FRAME: 0305

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,236,791"/>	<input type="text" value="1,250,060"/>	<input type="text" value="2,101,097"/>
<input type="text" value="2,101,098"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

D. A. N. Chase

Name of Person Signing

[Signature]

Signature

May 8, 2002

Date Signed

Certificate of Mailing by "Express Mail" Express Mail Label Number - EV 097208434 US Date of Deposit - 5/8/2002
I certify that this paper or fee is being deposited with the U.S. Postal Service "Express Mail" service under 37 CFR § 1.10 on the date indicated above and is addressed to the Asst. Commissioner of Trademarks, Box ASSIGNMENTS, 2900 Crystal Drive, Arlington, Virginia 22202-3513

[Signature]
D. A. N. Chase, P. O. Reg. No. 20,682

TRADEMARK

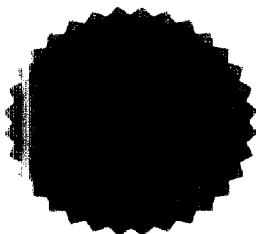
The First State

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 MERGER, WHICH MERGES:

"GENERAL ELECTRIC CAPITAL CORPORATION", A NEW YORK CORPORATION,

WITH AND INTO "GECS MERGER SUB, INC." UNDER THE NAME OF "GENERAL ELECTRIC CAPITAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE 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

3174543 8100M

AUTHENTICATION: 1719523

020217301

DATE: 04-12-02

TRADEMARK

REEL: 002506 FRAME: 0307

**CERTIFICATE OF MERGER OF
GENERAL ELECTRIC CAPITAL CORPORATION
WITH AND INTO
GECS MERGER SUB, INC.
(Under Section 252 of the General Corporation
Law of the State of Delaware)**

Each of the undersigned corporations, in connection with the merger of General Electric Capital Corporation, a New York corporation, with and into GECS Merger Sub, Inc., a Delaware corporation (the "Merger"), does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations in the Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
General Electric Capital Corporation	New York
GECS Merger Sub, Inc.	Delaware

SECOND: That the Agreement and Plan of Merger between General Electric Capital Corporation and GECS Merger Sub, Inc., dated June 25, 2001, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 (and, with respect to GECS Merger Sub, Inc., by the written consent of its sole stockholder in accordance with Section 228) of the General Corporation Law of the State of Delaware.

THIRD: That the surviving corporation in the Merger is GECS Merger Sub, Inc., a Delaware corporation (the "Surviving Corporation"). The name of the Surviving Corporation shall be amended in the Merger to be "General Electric Capital Corporation."

FOURTH: The Certificate of Incorporation of GECS Merger Sub, Inc., as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation, except that Article First shall be amended in its entirety to read "Article First: The name by which the corporation is to be known is General Electric Capital Corporation."

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation located at 260 Long Ridge Road, Stamford, Connecticut 05927.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That immediately prior to the Merger, General Electric Capital Corporation (a New York corporation) had authorized (a) 3,866,000 shares of common stock, with a par value of \$200.00 per share, (b) 750,000 shares of preferred stock, with a par value of \$0.01 per share and (c) 33,000 shares of variable cumulative preferred stock, with a par value of \$100.00 per share, with such variable cumulative preferred stock designated in the following series: 725 shares of series A, 725 shares of series B, 725 shares of series C, 725 shares of series D, 700 shares of series E, 700 shares of series F, 700 shares of series G, 500 shares of series H, 500 shares of series I, 500 shares of series J, 500 shares of series K, 500 shares of series L, 500 shares of series M, 750 shares of series N, 500 shares of series O, 750 shares of series P, 500 shares of series Q, 700 shares of series R, 650 shares of series S, 650 shares of series T, 500 shares of series U, 500 shares of series V, 500 shares of series W, 750 shares of series X, 750 shares of series X-1, 750 shares of series Y, 750 shares of series Y-1, 1,000 shares of series Z, 500 shares of series AA, 500 shares of series BB, 500 shares of series CC, 500 shares of series DD, 500 shares of series EE, 400 shares of series FF, 650 shares of series GG, 650 shares of series HH, 700 shares of series II, 1,000 shares of series JJ, 1,000 shares of series KK and 1,000 shares of series LL.

EIGHTH: That the Merger shall be effective at 10:00 a.m. (Eastern Daylight time) on July 2, 2001.

[signature page follows]

IN WITNESS WHEREOF, GECS Merger Sub, Inc., the Surviving Corporation, has caused this Certificate of Merger to be executed on this 29th day of June, 2001, by Nancy E. Barton, its authorized officer and General Electric Capital Corporation has caused this Certificate of Merger to be executed on this 29th day of June, 2001, by James A. Parke, its authorized officer.

GECS Merger Sub, Inc.

By Nancy E. Barton
Nancy E. Barton
Senior Vice President

General Electric Capital Corporation

By James A. Parke
James A. Parke
Vice Chairman and Chief Financial Officer

CERTIFICATE OF MERGER

RECORDED: 05/08/2002

TRADEMARK
REEL: 002506 FRAME: 0310