

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 07/02/2001 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--------------------------------------|----------|----------------|-----------------------|
| General Electric Capital Corporation | | 06/29/2001 | CORPORATION: NEW YORK |

RECEIVING PARTY DATA

| | |
|-----------------|-----------------------|
| Name: | GECS MERGER SUB, INC |
| Street Address: | 260 Long Ridge Road |
| City: | Stamford |
| State/Country: | CONNECTICUT |
| Postal Code: | 06927 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|----------------------|---------|-----------------------|
| Registration Number: | 1933894 | TOTAL COPY MANAGEMENT |

CORRESPONDENCE DATA

Fax Number: (203)373-2181
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 203-373-2895
 Email: trademark@corporate.ge.com
 Correspondent Name: Catherine Mennenga
 Address Line 1: General Electric Company
 Address Line 2: 3135 Easton Turnpike
 Address Line 4: Fairfield, CONNECTICUT 06828

| | |
|--------------------|----------------------|
| NAME OF SUBMITTER: | Catherine Mennenga |
| Signature: | /Catherine Mennenga/ |

Date:

05/10/2005

Total Attachments: 4

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State of Delaware

Office of the Secretary of 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.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1219376

DATE: 06-29-01

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**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 06927.

NY2:007181N23C13.DOC04166.1686

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, 500 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)

FROM RICHARDS, LEYTON & FINGER#7

(FR) 6. 29 '01 10:21/ST. 10:19/NO. 4364333654 ? 5

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