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File Number

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88179008

SEAL OF THE STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



88179008

Property of Cook County Clerks Office

Whereas, APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF
GENERAL ELECTRIC CAPITAL AUTO LEASE, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State
of Illinois, by virtue of the powers vested in me by law, do hereby
issue this certificate and attach hereto a copy of the Application
of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 25th
day of APRIL AD 19⁸⁸ and
of the Independence of the United States
the two hundred and 12th

Jim Edgar
SECRETARY OF STATE

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BCA-13.40 (Rev. Jul. 1984)

File #

JIM EDGAR
Secretary of State
State of Illinois

Submit in Duplicate

Remit payment in Check or Money Order, payable to "Secretary of State".

DO NOT SEND CASH!

APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

This Space For Use By Secretary of State	
Date	4-35-88
License Fee	\$
Franchise Tax	\$
Filing Fee	\$ 25.00
Penalties	\$
Clerk	Jed

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is General Electric Credit Auto Lease, Inc.

and, if a change of name is being reported, the new corporate name is _____

General Electric Capital Auto Lease, Inc.

2. State or Country of Incorporation Delaware, Date of Incorporation 6-4-73; Period of Duration perpetual

3. The address of its principal office, wherever located, is 600 Hart Road, Barrington, Illinois 60010

and the address of its principal office in Illinois is _____

4. The name and address of its registered agent and its registered office are:

Registered Agent	C T CORPORATION SYSTEM		
	First Name	Middle Name	Last Name
Registered Office	c/o C T CORPORATION SYSTEM, 208 S. La Salle Street		
	Number	Street	Suite # (A P.O. box alone is not acceptable)
	Chicago		60604
	City	Zip Code	Cook County

5. The states and countries in which it is admitted or qualified to transact business are: in 50 states.

6. The names and residential addresses of its officers and directors are:

	No. & Street	City	State	Zip
President	SEE ATTACHED			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

88179018

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Box 170
RJR

Form BCA-13.40

File No. _____

**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACT BUSINESS IN ILLINOIS**

Filing Fee \$25

NOTE: If a certified copy of an amendment is attached hereto, such has an additional \$25 fee.

FILED

APR 25 1988

JIM EDGAR
Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 622756
Telephone 217 -- 782-6961

C-196

Sarah J. Graber, ~~Geny. Secy.~~
(Type or Print Name and Title)

attested by *[Signature]*
(Signature of Secretary or Assistant Secretary)

Dated: April 6, 1988

Jim Glacount, President
(Type or Print Name and Title)

by *[Signature]*
(Signature of Presidents or Vice Presidents)

General Electric Credit Auto Lease, Inc.
(Exact Name of Corporation)

The undersigned corporation has caused this application to be signed in its name by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

10. This application is accompanied by a copy of the articles of amendment to the articles of incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the State or Country wherein the corporation is incorporated, which certification is not more than ninety (90) days old.

9. The amount of paid-in capital* is \$ 25,706,577.
 Paid-in Capital replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

*A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "n/a".

Class	*Par Value	Number of Shares Authorized	Number of Shares Issued
Common	\$10.00	1000	100

8. The number of shares which it is authorized to issue and which it has issued are:

To engage in any lawful act or activity for which corporations may be organized under the Delaware Corporation Law and permitted by the Illinois Business Corporation Act.

7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:
If not sufficient space to cover this point, add one or more sheets of this size

80064188

Officers:

<u>Name</u>	<u>Office</u>	<u>Home Address</u>	<u>Office Address</u>	<u>Term Expires</u>
J. L. Giacomini	President	32 Alice Lane Barrington, IL 60010	600 Hart Road Barrington, IL 60010	March 8, 1988
H. J. Vreeland	Sr. VP/Operations	3669 Whispering Trails Hoffman Est., IL 60195	600 Hart Road Barrington, IL 60010	March 8, 1988
G. R. Ambrose	Sr. VP/Finance	859 Shoreline Road Barrington, IL 60010	600 Hart Road Barrington, IL 60010	March 8, 1988
G. R. Francis	VP/National Sales	504 Lake Shore Drive N. Barrington, IL 60010	600 Hart Road Barrington, IL 60010	March 8, 1988
S. J. Graber	Secretary	426 June Terrace Barrington, IL 60010	600 Hart Road Barrington, IL 60010	March 8, 1988
G. R. Norman	Treasurer	65 Beechwood New Caanan, CT 06900	260 Long Ridge Road Stamford, CT 06902	March 8, 1988
H. J. Donohue	Controller	Truesdale Lake Drive S. Salem, NY 10590	260 Long Ridge Road Stamford, CT 06902	March 8, 1988
W. O. Schatlick	Asst. Secretary	1325 Hillville Road Southport, CT 06490	260 Long Ridge Road Stamford, CT 06902	March 8, 1988
K. J. Rojc	Asst. Secretary	555 Hill Terrace, #307 Kinnetka, IL 60093	600 Hart Road Barrington, IL 60010	March 8, 1988
J. H. Horton	Asst. Secretary	8 Danada Drive Wheaton, IL 60187	600 Hart Road Barrington, IL 60010	March 8, 1988
D. W. Horey	Asst. Treasurer	54 Middlesex Road Bartem, CT 06824	260 Long Ridge Road Stamford, CT 06902	March 8, 1988
R. W. Martin	VP/Tax	27 Village Walk Wilton, CT 06897	260 Long Ridge Road Stamford, CT 06902	March 8, 1988
D. H. Guardino	Asst. VP	925 E. Golf Road, #6 Arlington Hts., IL 60005	600 Hart Road Barrington, IL 60010	March 8, 1988
T. J. O'Malley	Asst. Treasurer	532 Surf Court Wheeling, IL 60090	600 Hart Road Barrington, IL 60010	March 8, 1988
K. E. Johnson	Asst. Treasurer	23803 N. River Road Cary, IL 60013	600 Hart Road Barrington, IL 60010	March 8, 1988

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Directors:

<u>Name</u>	<u>Office</u>	<u>Home Address</u>	<u>Office Address</u>	<u>Term Ends</u>
E. D. Stewart	Chairman	327 Indian Point Road Barrington, IL 60010	600 Hart Road Barrington, IL 60010	March 8, 1988
J. L. Giacomin		32 Allice Lane Barrington, IL 60010	600 Hart Road Barrington, IL 60010	March 8, 1988
M. J. Donohue		Truesdale Lake Drive S. Salem, NY 10590	260 Long Ridge Road Stamford, CT 06902	March 8, 1988
J. H. Ozanne		261 Hollow Tree Ridge Rd Darlen, CT 06820	260 Long Ridge Road Stamford, CT 06902	March 8, 1988
W. O. Schallack		1325 Mill Village Road Southport, CT 06490	260 Long Ridge Road Stamford, CT 06902	

EXHIBIT A
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6/15/88

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Box 170
R5B

FILED

APR 28 1988

JIM EDGAR
Secretary of State

Property of Cook County Clerk's Office

DEPT-01 \$16.00
10444 TRAN 2111 04/28/88 14:50:00
#8222 # D *-88-179008
COOK COUNTY RECORDER

88-179008

88-179008

\$16.00