

State of Delaware
Office of the Secretary of State

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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 OWNERSHIP, WHICH MERGES:

"FRANCHISE FINANCE CORPORATION OF AMERICA", A MARYLAND CORPORATION,

WITH AND INTO "GE CAPITAL FRANCHISE FINANCE CORPORATION" UNDER THE NAME OF "GE CAPITAL FRANCHISE FINANCE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF AUGUST, A.D. 2001, AT 3 O'CLOCK P.M.

Inst # 2002-03670

01/22/2002-03670
01:54 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 CH 17.00



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1283339

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DATE: 08-07-01

FURTHER RESOLVED, that the officers of the Corporation acting individually be, and each hereby is, authorized and directed to take all actions and do all things including, without limiting the generality of the foregoing, execute and deliver all agreements, acknowledgments, confirmations, instruments and other documents in the name and on behalf of the Corporation, which in their judgment are necessary or desirable to perform the obligations of the Corporation under the Merger Agreement and to otherwise implement and effectuate the transactions contemplated by the Merger Agreement and the foregoing resolutions.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed as of August 3, 2001.

GE CAPITAL FRANCHISE
FINANCE CORPORATION

By: 

Name: Christopher H. Volk

Title: President

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