

State of Minnesota

SECRETARY OF STATE

Certificate of Business Trust

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: A copy of the Declaration of Trust of the trust listed below was filed with this office on this date, by a member of the board of trustees of that trust, who swore that the copy filed was a true and correct copy of the declaration of trust. The trustee also set forth the name and address of the agent of the trust for service of process, and met all the filing requirements of Minnesota Statutes, Chapter 318.

Name of Business Trust: Gelco Fleet Trust

File Number: Official Document

Name and Address of Agent for Service of Process:
C T Corporation System, Inc.
100 South 5th Street #1075
Mpls, MN 55402

This Certificate has been issued on: 12/21/2010



1101338

Mark Ritchie
Secretary of State.

BT ON (Foreign)

FOREIGN BUSINESS TRUST REGISTRATION
TO TRANSACT BUSINESS IN MINNESOTA
MINNESOTA STATUTES CHAPTER 318

Minnesota Secretary of State – Business Services
Retirement Systems of Minnesota Building
60 Empire Drive, suite 100
St. Paul, MN 55103

Certified Certificate of Trust

1. Attached is a ~~Certificate of Good Standing~~ dated within the last 90 days issued by the filing officer where the business records are kept in the state in which this entity is domiciled.
2. The name of the business trust is Gelco Fleet Trust ✓
3. The state under the laws of which the business trust is incorporated is Delaware ✓
4. The name and address of the agent for service of process in Minnesota is
CT Corporation System Inc., 100 South 5th Street, Suite 1075, Minneapolis, MN 55402 ✓

By registering the business trust irrevocably consents to service of process on it as provided by Minnesota Statutes chapter 318.01 and 5.25.

5. Name and Telephone Number of a Contact Person for this Business Trust:
Name Andy Oman Daytime Phone (952) 828-2710

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes 609.48 as I had signed this notice under oath.

[Signature] 12/16/10

[Signature]
Signature of Authorized Person
Shannon L. Tolbert
SVP Business Initiatives Leader
Gelco Corporation, Servicer



**CERTIFICATE OF TRUST OF
GELCO FLEET TRUST**

This Certificate of Trust of Gelco Fleet Trust (the "Trust"), dated as of April 10, 2002 (the "Certificate of Trust"), is being duly executed and filed by the undersigned, as Trustees, to form a business trust under the Delaware Business Trust Act (12 Del. C. § 3801 *et seq.*) (the "Act").

1. Name. The name of the business trust formed hereby is Gelco Fleet Trust.
2. Delaware Trustee. The name and business address of the Trustee of the Trust in the State of Delaware is Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, Attention: Corporate Trust Administration.
3. Duly Authorized. The Trustee is duly authorized to sign this Certificate of Trust.
4. Series. Pursuant to Section 3806(b)(2) of the Act, the Trust shall issue one or more series of beneficial interests having the rights and preferences set forth in the governing instrument of the Trust, as the same may be amended from time to time (each a "Series").
5. Notice of Limitation of Liabilities of each Series. Pursuant to Section 3804(a) of the Act, there shall be a limitation on liabilities of each Series such that (a) the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular Series shall be enforceable against the assets of such Series only, and not against the assets of the Trust generally or the assets of any other Series thereof and (b) none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the Trust generally or any other Series thereof shall be enforceable against the assets of such Series.
6. Power of Attorney. Gelco Corporation, doing business as GE Capital Fleet Services (the "Company") has been designated by the Trust as the true and lawful attorney-in-fact for and on behalf of the Trust, with full power and authority to perform any and all acts related to managing, servicing, administering and collecting any part of the corpus of the Trust and is authorized and empowered to execute and deliver, on behalf and in the name of the Trust, any and all instruments, certificates or other documents relating thereto. The Company also has the right, power and authority to designate in writing other persons and entities ("Company Designees") as true and lawful attorneys-in-fact for and on behalf of the Trust to do anything that the Company has the power to do under this paragraph. Without limiting the generality of the foregoing, the Company or any Company Designee is hereby authorized and empowered by the Trust to execute and deliver, on behalf of the Trust, any and all applications for certificates of

title or duplicates of such certificates in the name of the Trust, any and all applications for registrations of vehicles and/or license plates, any and all applications for transfers of certificates of title or registrations for vehicles and/or license plates, and any and all other instruments, certificates or other documents which the Company or a Company Designee deems necessary or advisable to record, hold or release title to and/or registration of motor vehicles in the name of the Trust. A photocopy or original of this Certificate of Trust shall have the same effect as an original, manually signed and acknowledged Power of Attorney.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned, being all of the Trustees of the Trust, have duly executed this Certificate of Trust as of the date first above written in accordance with the Act.

Wilmington Trust Company, not in its individual capacity, but solely as Delaware Trustee, Administrative Trustee and UTI Trustee

By: 

Name: Donald G. MacKelcan

Title: Vice President

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GELCO FLEET TRUST" AS RECEIVED AND FILED IN THIS OFFICE. ✓

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF STATUTORY TRUST REGISTRATION, FILED THE TENTH DAY OF APRIL, A.D. 2002, AT 8:30 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID STATUTORY TRUST, "GELCO FLEET TRUST".

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8440808

DATE: 12-20-10