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MICHELLE UTSLER, COUNTY RECORDER
MADISON IOWA

COMPUTER	<input checked="" type="checkbox"/>
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MERGER

Preparer Information:

Sue Fitzgerald, GE Capital Franchise Finance Corporation
17207 N. Perimeter Drive, Scottsdale, AZ 85255
1-480-585-4500

Return Document To:

Zonia N. Veal First National Financial Title Services, Inc.
3237 Satellite Blvd, Bldg. 300, Ste 450, Duluth, GA 30096
(678) 475-2746

Merger from:

Franchise Finance Corporation of America, a Maryland Corporation

With and Into:

GE Capital Franchise Finance Corporation

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First National Financial Title Services, Inc.
3237 Satellite Blvd., Bldg. 300, Ste. 450
Duluth, GA 30096 H2551-H

Delaware

PAGE 1

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 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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2653608 8100M

AUTHENTICATION: 3183303

040454608

DATE: 06-21-04

CERTIFICATE OF OWNERSHIP AND MERGER
of
FRANCHISE FINANCE CORPORATION OF AMERICA
with and into
GE CAPITAL FRANCHISE FINANCE CORPORATION
Pursuant to Section 253 of the Delaware General Corporation Law

GE Capital Franchise Finance Corporation, a Delaware corporation (the "Company"), does hereby certify:

FIRST: That the Company is incorporated under and pursuant to the Delaware General Corporation Law.

SECOND: That the Company owns all of the outstanding shares of capital stock of Franchise Finance Corporation of America, a Maryland corporation ("FFCA").

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted as of August 3, 2001, determined to, and hereby does, merge FFCA with and into itself on the terms and conditions set forth in such resolutions:

RESOLVED, that the Agreement and Plan of Merger, dated as of August 3, 2001, between the Corporation and Franchise Finance Corporation of America (the "Merger Agreement") and the execution and delivery thereof by the Corporation (with such changes therein as the officers executing same shall approve, such approval to be conclusively established by such officers' execution thereof), and consummation by the Corporation of the transactions contemplated thereby, be, and the same hereby are, approved, authorized and adopted in all respects; and

FURTHER RESOLVED, that the officers of the Corporation be and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to make all necessary filings and execute and deliver all documents related thereto, and to perform all such other actions, that such officers deem necessary or advisable to comply with the applicable laws of any jurisdiction and with any consent, notice, approval or other authorization or requirement in connection with the consummation of the Merger Agreement and the transactions contemplated thereby;

FURTHER RESOLVED, that all actions heretofore taken by any of the officers of the Corporation in connection with the transactions contemplated by the foregoing resolution are hereby confirmed, approved and ratified in all respects; and


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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 08/03/2001
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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