

149905



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 337291 4382632

AUTHORIZATION : Patricia Pajito

COST LIMIT : \$ 70.00 105.00

FILED  
99 AUG 11 PM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 10, 1999

ORDER TIME : 10:43 AM

ORDER NO. : 337291-005

CUSTOMER NO: 4382632

Merger

CUSTOMER: Ms. Karen Robb  
Associates Corporation of  
250 Carpenter Freeway

300002957283--8

Irving, TX 75062

ARTICLES OF MERGER

AVCO FINANCIAL SERVICES OF  
FLORIDA, INC. & AVCO FINANCIAL  
SERVICES OF HOLLYWOOD, FLA.,

INTO

ASSOCIATES FINANCIAL SERVICES  
COMPANY OF FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

APR  
8/11/99

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

AVCO FINANCIAL SERVICES OF HOLLYWOOD, FLA., INC., a Fla corp.  
249052

,

INTO

ASSOCIATES FINANCIAL SERVICES COMPANY OF FLORIDA, INC., a  
Florida corporation, 149905.

File date: August 11, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 105.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

99 AUG 11 PM 1:59  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

AVCO FINANCIAL SERVICES OF FLORIDA, INC.  
(a Delaware corporation)

AVCO FINANCIAL SERVICES OF HOLLYWOOD, FLA., INC.  
(a Florida corporation)

AND

ASSOCIATES FINANCIAL SERVICES COMPANY OF FLORIDA, INC.  
(a Florida corporation)

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned and domestic wholly-owned subsidiary business corporations named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Avco Financial Services of Florida, Inc. and Avco Financial Services of Hollywood, Fla., Inc. into Associates Financial Services Company of Florida, Inc., as approved by the Board of Directors of the parent corporation on July 27, 1999.

2. The merger of Avco Financial Services of Florida, Inc. and Avco Financial Services of Hollywood, Fla., Inc. (hereinafter sometimes referred to as the "Terminating Companies") with and into Associates Financial Services Company of Florida, Inc. is permitted by the laws of the jurisdictions of organization of the Terminating Companies and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of the Terminating Companies was July 27, 1999.

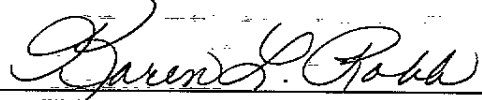
3. As to Associates Financial Services Company of Florida, Inc., the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on July 27, 1999.

4. Shareholder approval was not required for the merger.

5. The effective time and date of the merger herein provided for in the State of Florida shall be at 12:01 a.m. on September 1, 1999.

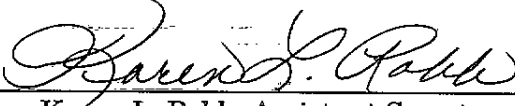
Executed on August 3, 1999

AVCO FINANCIAL SERVICES OF  
FLORIDA, INC.

BY:   
Karen L. Robb, Assistant Secretary

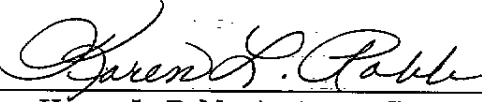
Executed on August 3, 1999.

AVCO FINANCIAL SERVICES OF  
HOLLYWOOD, FLA., INC.

BY:   
Karen L. Robb, Assistant Secretary

Executed on August 3, 1999.

ASSOCIATES FINANCIAL SERVICES  
COMPANY OF FLORIDA, INC.

BY:   
Karen L. Robb, Assistant Secretary

## PLAN OF MERGER

1. Associates Financial Services Company of Florida, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Avco Financial Services of Florida, Inc., which is a business corporation of the State of Delaware, and Avco Financial Services of Hollywood, Fla., Inc., which is a business corporation of the State of Florida (hereinafter sometimes referred to as the "Terminating Companies"), hereby merges the Terminating Companies into Associates Financial Services Company of Florida, Inc. pursuant to the provisions of the Florida Business Corporation Act.

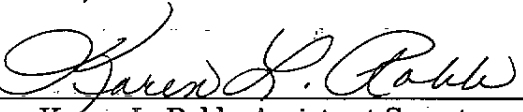
2. The separate existence of the Terminating Companies shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of organization; and Associates Financial Services Company of Florida, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

3. The issued shares of the Terminating Companies shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of Associates Financial Services Company of Florida, Inc. are hereby authorized, empowered, and director to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

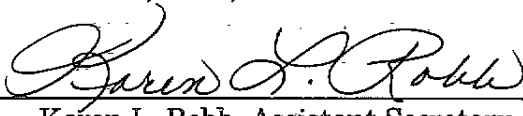
Executed on August 3, 1999

AVCO FINANCIAL SERVICES OF  
FLORIDA, INC.

BY:   
Karen L. Robb, Assistant Secretary

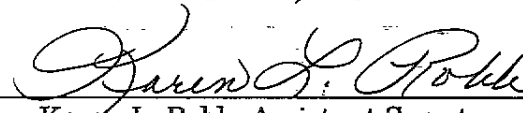
Executed on August 3, 1999.

AVCO FINANCIAL SERVICES OF  
HOLLYWOOD, FLA., INC.

BY:   
Karen L. Robb, Assistant Secretary

Executed on August 3, 1999.

ASSOCIATES FINANCIAL SERVICES  
COMPANY OF FLORIDA, INC.

BY:   
Karen L. Robb, Assistant Secretary