

149905

CT CORPORATION SYSTEM

CORPORATION(S) NAME

1) Associates Financial Services of America, Inc. Merging Into: Associates Financial Services Company of Florida, Inc.

0

~~2) Associates Financial Services Company of Florida, Inc. Merging into:~~

400004619084
-10/01/01-01055-018
*****78.75 *****78.75

EFFECTIVE DATE
10/3/01

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

10/1/01

Order#: 4815589

Ref#: _____

Amount: \$ _____

FILED

01 OCT -1 PM 2:30

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 OCT -1 PM 2:20

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

S. PAYNE OCT - 3 2001

FILE FIRST

ARTICLES OF MERGER
Merger Sheet

MERGING:

ASSOCIATES FINANCIAL SERVICES OF AMERICA, INC., a Florida corp.,
259771

INTO

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

File date: October 1, 2001, effective October 3, 2001

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name _____ Jurisdiction _____

Associates Financial Services Company of Florida, Inc. ^{Florida}

Second: The name and jurisdiction of each merging corporation is:

Name _____ Jurisdiction _____

Associates Financial Services of America, Inc.

Florida

EFFECTIVE DATE

10/3/01

01 OCT - 1 PM 2:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 10 / 03 / 01 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on September 14, 2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

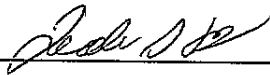
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

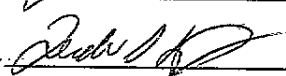
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on September 14, 2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
----------------------------	------------------	--

Associates Financial Services of America, Inc.		Linda S. Davis, Vice President
---	---	--------------------------------

Associates Financial Services Company of Florida, Inc.		Linda S. Davis, Vice President
---	---	--------------------------------

PLAN OF MERGER
(Non Subsidiaries)

Exhibit A

PLAN OF MERGER

FIRST: Associates Financial Services Company of Florida, Inc. organized under the laws of the State of Florida, shall merge with and into itself and assume the liabilities and obligations of the following corporation:

Associates Financial Services of America, Inc.
(a Florida corporation)

The name of the surviving corporation is Associates Financial Services Company of Florida, Inc.

SECOND: All of the issued and outstanding shares of Associates Financial Services of America, Inc., the surviving corporation, are owned by Associates Financial Services Company, Inc., a Delaware corporation. On the effective date of the merger all of the issued and outstanding shares of the merging corporations, shall be canceled and no shares of the surviving corporation shall be issued in exchange therefor/

THIRD: The Articles of Incorporation of Associates Financial Services Company of Florida, Inc., shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The By-Laws of Associates Financial Services Company of Florida, Inc. shall be the By-Laws of the corporation surviving the merger.

FIFTH: The directors and officers of Associates Financial Services Company of Florida, Inc., shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective on October 3, 2001 at 12:01 a.m.