

CT CORPORATION SYSTEM

167534

FILED  
01 MAY 29 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

First Family Financial Services, Inc. Merged Into: First Family Financial :

0

*Merger*

000004326300--3  
-05/29/01--01149--003  
\*\*\*\*\*76.00 \*\*\*\*\*70.00

000004326300--3  
-05/29/01--01149--004  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

- |  |   |   |
|--|---|---|
| <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                  |   |   |

RECEIVED  
01 MAY 29 PM 2:01  
DIVISION OF CORPORATION

Name \_\_\_\_\_  
Availability 5/30/01  
Document \_\_\_\_\_  
Examiner ARF  
Updater ARF  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

5/29/01

Order#: 445956

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

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

9

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FIRST FAMILY FINANCIAL SERVICES, INC., a Florida corporation 167534

INTO

**FIRST FAMILY FINANCIAL SERVICES, INC.**, a Delaware entity not qualified in  
Florida

File date: May 29, 2001

Corporate Specialist: Annette Ramsey

**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:

<u>Name</u> First Family Financial Services, Inc.	<u>Jurisdiction</u> Delaware
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**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u> First Family Financial Services, Inc.	<u>Jurisdiction</u> Florida
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**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** \_\_\_\_/\_\_\_\_/\_\_\_\_ (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  
May 18, 2001 and shareholder approval was not required.

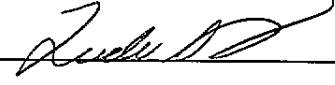
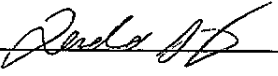
**Sixth:** Adoption of Merger by merging corporation(s) **(COMPLETE ONLY ONE STATEMENT)**

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  
May 18, 2001 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

eventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
First Family Financial Services, Inc. (a Delaware domestic)		Linda S. Davis, Vice President
First Family Financial Services, Inc. (a Florida domestic)		Linda S. Davis, Vice President

**PLAN OF MERGER**  
**(Non Subsidiaries)**

## PLAN OF MERGER

FIRST: First Family Financial Services, Inc. a corporation organized under the laws of the State of Delaware, shall merge with and into itself and assume the liabilities and obligations of the following corporations:

First Family Financial Services, Inc.  
(a Florida corporation)

First Family Home Equity, Inc.  
(a Georgia corporation)

First Family Financial Services Management Corporation  
(a Georgia corporation)

First Family Financial Services of Georgia, Inc.  
(a Georgia corporation)

First Family Financial Services, Inc.  
(a Louisiana corporation)

First Family Financial Services, Inc.  
(a Tennessee corporation)

The name of the surviving corporation is First Family Financial Services, Inc.

SECOND: All of the issued and outstanding shares of First Family Financial Services, 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 First Family Financial Services, 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 First Family Financial Services, Inc., shall be the By-Laws of the corporation surviving the merger.

FIFTH: The directors and officers of First Family Financial Services, 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 so all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective upon the filing thereof.