

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
*****70.00 *****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 | | |

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

5/29/01

Order#: 445956

Ref#: _____

Amount: \$ _____

RECEIVED
01 MAY 29 PM 2:01
DIVISION OF CORPORATION

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

ARTICLES OF MERGER
Merger Sheet

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:

Name

First Family Financial Services, Inc.

Jurisdiction

Delaware

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TALLAHASSEE, FLORIDA

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

Name

First Family Financial Services, Inc.

Jurisdiction

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 ____/____/____ (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: SIGNATURE

Name of Corporation

Signature _____

Typed or Printed Name of Individual & Title

First Family Financial Services,
Inc. (a Delaware domestic)

[Signature]

Linda S. Davis, Vice President

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

2000

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.