

343088



ACCOUNT NO. : 072100000032

REFERENCE : 348603 4382632

AUTHORIZATION

Patricia Pizito

COST LIMIT : \$ 70.00

FILED
99 AUG 23 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 20, 1999

ORDER TIME : 9:35 AM

ORDER NO. : 348603-015

CUSTOMER NO: 4382632

800002966578--5

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

Irving, TX 75062

ARTICLES OF MERGER

AVCO PROFESSIONAL FUND, INC.

INTO

ASSOCIATES FINANCIAL SERVICES
COMPANY OF NEW YORK, INC.

EFFECTIVE DATE
9-1-99

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS: _____

RECEIVED
99 AUG 23 AM 10:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLETTE AUG 23 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

AVCO PROFESSIONAL FUND, INC., a Florida corporation, 343088

INTO

ASSOCIATES FINANCIAL SERVICES COMPANY OF NEW YROK, INC., a
New York corporation not qualified in Florida.

File date: August 23, 1999, effective September 1, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

OF

AVCO PROFESSIONAL FUND, INC.
(a Florida corporation)

AND

ASSOCIATES FINANCIAL SERVICES COMPANY OF NEW YORK, INC.
(a New York corporation)

FILED
AUG 23 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Avco Professional Fund, Inc. with and into Associates Financial Services Company of New York, Inc. as approved by the Board of Directors of Avco Professional Fund, Inc. on July 27, 1999 and adopted by the Board of Directors of Associates Financial Services Company of New York, Inc. on July 27, 1999.

2. The merger of Avco Professional Fund, Inc. with and into Associates Financial Services Company of New York, Inc. is permitted by the laws of the jurisdiction of organization of Associates Financial Services Company of New York, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Associates Financial Services Company of New York, Inc. was July 27, 1999.

3. Shareholder approval was not required for the merger.

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

Executed on July 27, 1999.

EFFECTIVE DATE
9-1-99

AVCO PROFESSIONAL FUND, INC.

BY: Karen L. Robb
Karen L. Robb, Assistant Secretary

ASSOCIATES FINANCIAL SERVICES
COMPANY OF NEW YORK, INC.

BY: Karen L. Robb
Karen L. Robb, Assistant Secretary

PLAN OF MERGER

1. Associates Financial Services Company of New York, Inc., which is a business corporation of the State of New York and is the parent corporation and the owner of all of the outstanding shares of Avco Professional Fund, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Avco Professional Fund, Inc. into Associates Financial Services Company of New York, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Associates Financial Services Company of New York, Inc.
2. The separate existence of Avco Professional Fund, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Associates Financial Services Company of New York, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of Avco Professional Fund, Inc. 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 New York, Inc. are hereby authorized, empowered, and directed 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.