

822845



ACCOUNT NO. : 072100000032

REFERENCE : 189169 4382632

AUTHORIZATION :

Patricia Puyet

COST LIMIT : \$ 70.00

ORDER DATE : March 30, 1999

ORDER TIME : 11:36 AM

ORDER NO. : 189169-020

200002825392--8

CUSTOMER NO: 4382632

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

Irving, TX 75062

RECEIVED

99 MAR 31 PM 12:14

DIVISION OF CORPORATION

ARTICLES OF MERGER

FAMILY LOAN COMPANY

INTO

ASSOCIATES FINANCIAL SERVICES
COMPANY, INC.

FILED
99 MAR 31 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

Merge

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS:

CC

2-1-99

ARTICLES OF MERGER
Merger Sheet

MERGING:

FAMILY LOAN COMPANY, a Florida corporation, 175602

into

ASSOCIATES FINANCIAL SERVICES COMPANY, INC., a Delaware
corporation 822845

File date: March 31, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
FAMILY LOAN COMPANY
AND
ASSOCIATES FINANCIAL SERVICES COMPANY, INC.

FILED
99 MAR 31 PM 12:10
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 Family Loan Company with and into Associates Financial Services Company, Inc. as approve by the Board of Directors of Family Loan Company on March 18, 1999 and adopted by unanimous written consent of the Board of Directors of Associates Financial Services Company, Inc. on March 18, 1999.

2. The merger of Family Loan Company with and into Associates Financial Services Company, Inc. is permitted by the laws of the jurisdiction of organization of Associates Financial Services Company, 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, Inc. was March 18, 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 5:01 p.m., Central Standard Time, on March 31, 1999.

Executed on March 18, 1999.

FAMILY LOAN COMPANY

ASSOCIATES FINANCIAL SERVICES
COMPANY, INC.

By: Phyllis A. Joest
Phyllis A. Joest
Senior Vice President

By: Phyllis A. Joest
Phyllis A. Joest
Senior Vice President

PLAN OF MERGER

1. Associates Financial Services Company, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Family Loan Company, which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Family Loan Company into Associates Financial Services Company, 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, Inc.
2. The separate existence of Family Loan Company 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, 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 Family Loan Company 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, 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.