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PICK-UP

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MAIL

(Business Entity Name)

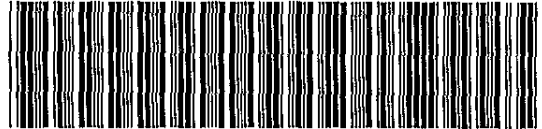
(Document Number)

Certified Copies _____ Certificates of Status _____

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Filed 12/31 due to
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12/19/03 - 01013--013 **245.00

04 DEC 31 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1/5/04
merger
(initials)



CONSECO

CONSECO SERVICES, L.L.C.
11815 N. Pennsylvania Street
P.O. Box 1911
Carmel, Indiana 46082-1911

December 18, 2003

VIA OVERNIGHT MAIL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: NAL Acceptance Corporation
Special Finance, Inc.
NAL Insurance Service, Inc.
Lease Asset Management, Inc.

Performance Cars of South Florida, Inc.
Autorics, Inc.
Autorics II, Inc.

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of Articles of Merger merging Special Finance, Inc., NAL Insurance Service, Inc., Lease Asset Management, Inc., Performance Cars of South Florida, Inc., Autorics, Inc. and Autorics II, Inc. into NAL Acceptance Corporation. Also enclosed is a check made payable to the Florida Department of State the amount of \$245.00 (\$35.00 for each company) to cover the fee for this filing.

Please return a file-marked copy to me in the self-addressed, stamped envelope enclosed for your convenience, at the following address:

Kathy Hancock, J-1023
Conseco Companies
11825 N. Pennsylvania Street
Carmel, IN 46032

Thank you very much for your assistance. If you have any questions, please call me.

Sincerely,

Kathy Hancock

Kathy Hancock
Corporate Paralegal
1-800-888-4918, ext. 4028
(317) 817-4028 Fax: (317) 817-5828
e-mail: kathy_hancock@conseco.com

Enclosures

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NAL ACCEPTANCE CORPORATION
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kathy Hancock
(Name of person)

Conseco Services, LLC
(Name of firm/company)

11815 North Pennsylvania Street, J-1023
(Address)

Carmel, Indiana 46032
(City/state and zip code)

For further information concerning this matter, please call:

Kathy Hancock at (317 817-4028)
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

(Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

NAL Acceptance Corporation

Florida

Special Finance, Inc.

Florida

NAL Insurance Services, Inc.

Florida

Lease Asset Management, Inc.

Florida

Performance Cars of South Florida, Inc. Florida

Florida

Autories, Inc.

Delaware

Autronics II, Inc.

Delaware

Third: The Plan of Merger is attached.

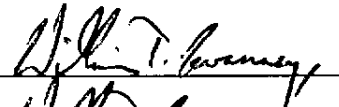
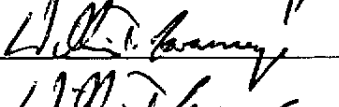
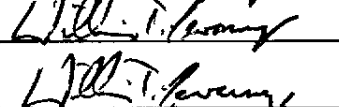
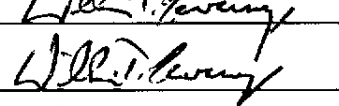
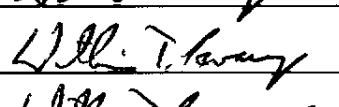
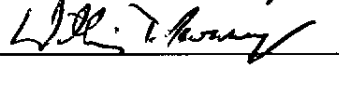
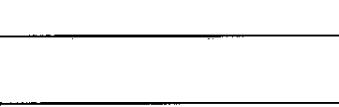
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The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

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

(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>
NAL ACCEPTANCE CORPORATION		William T. Devanney, Jr., Senior Vice President
SPECIAL FINANCE, INC.		William T. Devanney, Jr., Senior Vice President
NAL INSURANCE SERVICES, INC.		William T. Devanney, Jr., Senior Vice President
LEASE ASSET MANAGEMENT, INC.		William T. Devanney, Jr., Senior Vice President
PERFORMANCE CARS OF SOUTH FLORIDA, INC.		William T. Devanney, Jr., Senior Vice President
AUTORICS, INC.		William T. Devanney, Jr., Senior Vice President
AUTORICS II, INC.		William T. Devanney, Jr., Senior Vice President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is dated as of the 16th day of December, 2003, by and among NAL Acceptance Corporation ("NALA") and Special Finance, Inc. ("SFI"), NAL Insurance Services, Inc. ("NALI"), Lease Asset Management, Inc. ("LAMI"), Performance Cars of South Florida, Inc. ("PCSF"), Autorics, Inc. ("AI") and Autorics II ("AII").

RECITALS

The following recitals are a mutual statement by the parties hereto of certain factual matters which form a basis for this Agreement and Plan of Merger. Such statements do not constitute representations or warranties of any party.

A. NALA. NALA is a Florida corporation. As of the date hereof, the capital stock of NALA consists of 100,000 authorized shares of common stock, \$1.00 par value (the "Common Stock"), of which 1,000 shares are issued and outstanding and owned by NAL Financial Group, Inc.

B. SFI. SFI is a Florida corporation. As of the date hereof, the capital stock of SFI consists of 10,000 authorized shares of common stock, no par value (the "Common Stock"), of which 1,000 shares are issued and outstanding and owned by NALA.

C. NALI. NALI is a Florida corporation. As of the date hereof, the capital stock of NALI consists of 10,000 authorized shares of common stock, no par value (the "Common Stock"), of which 1,000 shares are issued and outstanding and owned by NALA.

D. LAMI. LAMI is a Florida corporation. As of the date hereof, the capital stock of LAMI consists of 100,000 authorized shares of common stock, \$1.00 par value (the "Common Stock"), of which 1,000 shares are issued and outstanding and owned by NALA.

E. PCSF. PCSF is a Florida corporation. As of the date hereof, the capital stock of PCSF consists of 100,000 authorized shares of common stock, \$1.00 par value (the "Common Stock"), of which 1,000 shares are issued and outstanding and owned by NALA.

F. AI. AI is a Delaware corporation. As of the date hereof, the capital stock of AI consists of 3,000 authorized shares of common stock, no par value (the "Common Stock"), of which 1,000 shares are issued and outstanding and owned by NALA.

G. AII. AII is a Delaware corporation. As of the date hereof, the capital stock of AII consists of 3,000 authorized shares of common stock, no par value (the "Common Stock"), of which 1,000 shares are issued and outstanding and owned by NALA.

H. Merger. The respective boards of directors of NALA and SFI, NALI, LAMI and PCSF have each adopted and approved the entering into of this Agreement and Plan of Merger and have authorized the execution and delivery of this Agreement and Plan of Merger. The Agreement and Plan of Merger provides for the merger of SFI, NALI, LAMI, AI, AII and PCSF with and into NALA upon the terms and conditions set forth herein (the "Merger"). NALA will be the surviving corporation of the Merger (sometimes referred to herein as the "Surviving Corporation").

NOW, THEREFORE, in consideration of these premises and the mutual covenants and agreements hereinafter contained, and for the purpose of prescribing the terms and conditions of the Merger, NALA and SFI, NALI, LAMI, AI, AII and PCSF hereby agree as follows:

1. Merger. Upon the filing of all documents required by this Agreement and Plan of Merger and the laws of the State of Florida and with respect to AI and AII, the State of Delaware, SFI, NALI, LAMI, AI, AII and PCSF shall merge with and into NALA, which shall be the Surviving Corporation, and NALA shall continue to be subject to and governed by the laws of the State of Florida.

2. Effective Date of Merger. The effective date of the Merger shall be the date on which Articles of Merger are filed with the Department of State of Florida (the "Effective Date").

3. Certificate of Incorporation. The Certificate of Incorporation of NALA on the Effective Date shall be and remain the Certificate of Incorporation of the Surviving Corporation, until the same may be amended in accordance with the laws of the State of Florida.

4. Bylaws. The Bylaws of NALA on the Effective Date shall be and remain the Bylaws of the Surviving Corporation, until the same may be amended in accordance with the provisions thereof.

5. Directors and Officers. The directors of NALA on the Effective Date shall serve as the directors of the Surviving Corporation until their respective successors are duly elected and qualified. Subject to the authority of the board of directors of NALA, the officers of NALA on the Effective Date shall serve as the officers of the Surviving Corporation.

6. Cancellation of Shares in the Merger. On the Effective Date, each issued and outstanding share of common stock of SFI, NALI, LAMI, AI, AII and PCSF held by NALA shall be canceled automatically and no additional shares of NALA common stock will be issued.

7. Effect of the Merger. The Merger shall have the effects set forth in the Florida Business Corporation Act and Delaware General Corporation Law.

8. Accounting Matters. The assets and liabilities of SFI, NALI, LAMI, AI, AII and PCSF on the Effective Date shall be taken up on the books of NALA at the amounts at which they are carried at the time on the books of SFI, NALI, LAMI, AI, AII and PCSF.

9. Termination. This Agreement and Plan of Merger may be terminated at any time before the Effective Date, whether before or after the approval of this Agreement and Plan of Merger by the board of directors of NALA or SFI, NALI, LAMI, AI, AII and PCSF. Upon any such termination, neither party hereto shall have any liability or obligation hereunder to the other and this Agreement and Plan of Merger shall be void and of no force or effect whatsoever.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been duly executed by the appropriate officers of NALA and SFI, NALI, LAMI, AI, AII and PCSF on the day and year first above written.

NAL ACCEPTANCE CORPORATION

By: William T. Devanney, Jr.
William T. Devanney, Jr.,
Senior Vice President

SPECIAL FINANCE, INC.

By: William T. Devanney, Jr.
William T. Devanney, Jr.,
Senior Vice President

NAL INSURANCE SERVICES, INC.

By: William T. Devanney, Jr.
William T. Devanney, Jr.,
Senior Vice President

LEASE ASSET MANAGEMENT, INC.

By: William T. Devanney, Jr.
William T. Devanney, Jr.,
Senior Vice President

PERFORMANCE CARS OF SOUTH FLORIDA,
INC.

By: William T. Devanney, Jr.
William T. Devanney, Jr.,
Senior Vice President

AUTORICS, INC.

By: William T. Devanney, Jr.
William T. Devanney, Jr.,
Senior Vice President

AUTORICS II, INC.

By: William T. Devanney, Jr.
William T. Devanney, Jr.,
Senior Vice President