

P95000058535

Bank of America



JUN 29 1999

Department of State
Division of Corporations
PO Box 6237
Tallahassee, FL 32314

Bank of America Corporation
Legal Department
NC1-002-29-01
101 South Tryon Street
Charlotte, NC 28255
Tel 704.386.1621

RE: Filing of Merger

To Whom It May Concern:

700002923907--9
-07/06/99--01123--005
*****35.00 *****35.00

Enclosed for filing is one original and one exact duplicate of the following document:

Articles of Merger
Of
NationsBanc Auto Leasing, Inc.
NationsBanc Dealer Leasing, Inc.
Seafirst Auto Leasing, Inc. and
Centrex Resources Corp.
Into
BancAmerica Auto Finance Corp.

700002923907--9
-07/06/99--01123--006
*****140.00 *****140.00

\$175.00 (5 PARTIES @ \$35.00 EA)

Also enclosed is our check in the amount of ~~\$35.00~~ in payment of the filing fee.

Please return one file-stamped copy of the Articles of Merger to my attention in the enclosed self-addressed envelope. If you have any concerns, please feel free to call me collect at 704/386-7483. Thank you for your assistance.

Very truly,

Brenda Mareski
Paralegal

Enclosures

EFFECTIVE DATE
7/23/99

Merger

FILED
99 JUL -6 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V. SHEPARD JUL 13 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONSBANC AUTO LEASING, INC., a Florida corporation, P95000058535
NATIONSBANC DEALER LEASING, INC., a North Carolina corporation,
F93000003490
CENTREX RESOURCES CORP., a New York corporation, F93000004943
SEAFIRST AUTO LEASING, INC., a Washington corporation not qualified in
Florida

INTO

BANCAMERICA AUTO FINANCE CORP., a Delaware corporation not qualified
in Florida.

File date: July 6, 1999, effective July 23, 1999

Corporate Specialist: Velma Shepard

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>	<u>Jurisdiction</u>
<u>BANCAMERICA AUTO FINANCE CORP.</u>	<u>DELAWARE</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>NATIONSBANC DEALER LEASING, INC.</u>	<u>NORTH CAROLINA</u> ✓
<u>NATIONSBANC AUTO LEASING, INC.</u>	<u>FLORIDA</u> ✓
<u>SEAFIRST AUTO LEASING, INC.</u>	<u>WASHINGTON</u>
<u>CENTREX RESOURCES CORP.</u>	<u>NEW YORK</u> ✓

FILED
99 JUL -6 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
7/23/99

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 11:59:59 p.m.
07 / 23 / 1999 (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 June 1, 1999

The Plan of Merger was adopted by the board of directors of the surviving corporation on June 1, 1999 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 June 1, 1999

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

These Articles of Merger may be executed in separate counterparts, each of which shall be deemed an original but which when taken together shall constitute one and the same instrument.
(Attach additional sheets if necessary)

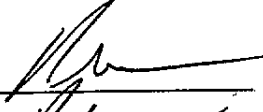
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

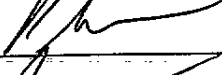
Typed or Printed Name of Individual & Title

NATIONSBANC AUTO LEASING, INC.



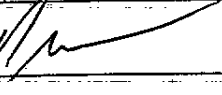
PATRICK S. DORAN, PRESIDENT

NATIONSBANC DEALER LEASING, INC.



PATRICK S. DORAN, PRESIDENT

BANCAMERICA AUTO FINANCE CORP.



PATRICK S. DORAN, PRESIDENT

SEAFIRST AUTO LEASING, INC.

EDWARD J. STARK, PRESIDENT

CENTREX RESOURCES CORP.

JOHN E. MACK, PRESIDENT

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

NATIONSBANC AUTO LEASING, INC.

PATRICK S. DORAN, PRESIDENT

NATIONSBANC DEALER LEASING, INC.

PATRICK S. DORAN, PRESIDENT

BANCAMERICA AUTO FINANCE CORP.

PATRICK S. DORAN, PRESIDENT

SEAFIRST AUTO LEASING, INC.

EDWARD J. STARK, PRESIDENT

CENTREX RESOURCES CORP.

JOHN E. MACK, PRESIDENT

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

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NATIONSBANC AUTO LEASING, INC.

PATRICK S. DORAN, PRESIDENT

NATIONSBANC DEALER LEASING, INC.

PATRICK S. DORAN, PRESIDENT

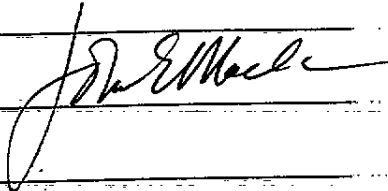
BANCAMERICA AUTO FINANCE CORP.

PATRICK S. DORAN, PRESIDENT

SEAFIRST AUTO LEASING, INC.

EDWARD J. STARK, PRESIDENT

CENTREX RESOURCES CORP.



JOHN E. MACK, PRESIDENT

PLAN OF MERGER

(Non-Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>BANCAMERICA AUTO FINANCE CORP.</u>	<u>DELAWARE</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>NATIONSBANC DEALER LEASING, INC.</u>	<u>NORTH CAROLINA</u>
<u>NATIONSBANC AUTO LEASING, INC.</u>	<u>FLORIDA</u>
<u>SEAFIRST AUTO LEASING, INC.</u>	<u>WASHINGTON</u>
<u>"</u>	
<u>CENTREX RESOURCES CORP.</u>	<u>NEW YORK</u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

The Bylaws of the surviving corporation as they shall exist on the effective date of the merger shall be and remain the bylaws of the surviving corporation.

The Articles of Incorporation of the surviving corporation shall be and shall remain the Articles of Incorporation of the surviving corporation.

The effective date of this merger shall be July 23, 1999.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: Each share of common stock of the surviving corporation issued and outstanding as of the effective date of merger shall remain issued and outstanding. Each share of common stock of the merging corporations which shall be issued and outstanding as of the effective date of merger shall be cancelled forthwith and no consideration shall be issued or paid with respect to such shares.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: