

P99000105623

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

CTIFINANCIAL INSURANCE AGENCY OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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4-1-04

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ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
4-1-04

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CitiFinancial Insurance Agency of Florida, Inc.	Florida	P99000105623

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Aristar Agency, Inc.	Delaware	F94000001285

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 04 / 01 / 2004 (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 3/29/04 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 3/29/04 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Aristar Agency, Inc.

Beverly Thurston

Beverly T. Morsion, Assistant Secretary

**CitiFinancial Insurance
Agency of Florida, Inc.**

Beverly Thurston

Beverly T. Hurston, Assistant Secretary

PLAN OF MERGER

FIRST: CitiFinancial Insurance Agency of Florida, Inc., organized under the laws of the State of Florida, shall merge with and into and assume the liabilities and obligations of the following corporation:

Aristar Agency, Inc.
(a Delaware corporation)

The name of the surviving company is CitiFinancial Insurance Agency of Florida, Inc.

SECOND: All of the equity of CitiFinancial Insurance Agency of Florida, Inc., the surviving corporation, is owned by CitiFinancial Credit Company (a Delaware corporation). On the effective date of the merger all of the issued and outstanding shares of the merging company, if any, shall be cancelled and no shares of the surviving company shall be issued in exchange therefore.

THIRD: The Articles of Incorporation of CitiFinancial Insurance Agency of Florida, Inc. shall be the Articles of Incorporation of the company surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The officers and directors of the companies who are party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

FIFTH: The merger shall be effective on April 1, 2004.