

ARTICLES OF MERGER

AUG 11 1999

OF

AVCO FINANCIAL SERVICES OF ALABAMA, INC.

INTO

ASSOCIATES FINANCIAL SERVICES COMPANY OF ALABAMA, INC.

To the Secretary of State  
State of Alabama

Pursuant to the provisions of the Alabama Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its domestic parent business corporation, the domestic parent business corporation hereinafter named does hereby submit the following Articles of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Alabama, is Avco Financial Services of Alabama, Inc.
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Alabama, is Associates Financial Services Company of Alabama, Inc.
3. The number of outstanding shares of Avco Financial Services of Alabama, Inc. is Two Hundred Fifty (250), all of which are of one class, and all of which are owned by Associates Financial Services Company of Alabama, Inc.
4. The following is the Plan of Merger for merging Avco Financial Services of Alabama, Inc. into Associates Financial Services Company of Alabama, Inc. as approved by resolution of the Board of Directors of Associates Financial Services Company of Alabama, Inc.:

"1. Associates Financial Services Company of Alabama, Inc., which is a business corporation of the State of Alabama and is the owner of all of the outstanding shares of Avco Financial Services of Alabama, Inc., which is a business corporation of the State of Alabama, hereby merges Avco Financial Services of Alabama, Inc. into Associates Financial Services Company of Alabama, Inc. pursuant to the provisions of the Alabama Business Corporation Act.

"2. The separate existence of Avco Financial Services of Alabama, Inc. shall cease at the effective time and date of the merger and Associates Financial Services Company of Alabama, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Alabama Business Corporation Act.

"3. The Articles of Incorporation of Associates Financial Services Company of Alabama, Inc. are not amended in any respect by this Plan of Merger.

"4. The issued shares of Avco Financial Services of Alabama, Inc. shall not be converted or exchanged 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.

"5. Each share of Associates Financial Services Company of Alabama, Inc. outstanding immediately prior to the effective time and date of the merger is to be an identical outstanding or treasury or unissued share of Associates Financial Services Company

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of Alabama, Inc. at the effective time and date of the merger.

"6. No shares of Associates Financial Services Company of Alabama, Inc. and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.

"7. The Board of Directors and the proper officers of Associates Financial Services Company of Alabama, 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."

5. Associates Financial Services Company of Alabama, Inc. in its capacity as the holder of all of the outstanding shares of Avco Financial Services of Alabama, Inc. waived the making of a copy of the Plan of Merger to Associates Financial Services Company of Alabama, Inc. otherwise provided for under the provisions of Section 10-2B-11.04 of the Alabama Business Corporation Act.

6. Shareholder approval was not required.

7. The county in the State of Alabama in which the certificate of incorporation of Avco Financial Services of Alabama, Inc. is filed is the County of Jefferson. RW

8. The county in the State of Alabama in which the certificate of incorporation of Associates Financial Services Company of Alabama, Inc. is filed is the County of Jefferson.

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

Executed on July 27, 1999.

AVCO FINANCIAL SERVICES OF ALABAMA, INC.

By Karen L. Robb  
Karen L. Robb, Assistant Secretary

ASSOCIATES FINANCIAL SERVICES COMPANY  
OF ALABAMA, INC.

By Karen L. Robb  
Karen L. Robb, Assistant Secretary

NOTARIAL PUBLIC  
STATE OF ALABAMA  
My Comm. Expires 12/31/2000  
I hereby certify that the foregoing is a true and correct copy of the original as the same appears in my records.  
\_\_\_\_\_  
Notary Public

Secretary of State  
State of Alabama

I hereby certify that this is a  
true and complete copy of the  
document filed in this office  
on 8-11-99

DATE 9-17-99

Secretary of State

*Jim Benson*

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