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FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

ARTICLES AND PLAN OF MERGER

OF

AUG 13 1999
No. C6785-79

AVCO MORTGAGE CORPORATION
(a Nevada corporation)

Dean Heller
DEAN HELLER, SECRETARY OF STATE

AND

ASSOCIATES MORTGAGE CORPORATION
(a Nevada corporation)

To the Secretary of State
of the State of Nevada

Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, the domestic corporations herein named do hereby submit the following Articles of Merger.

1. The following is the Plan of Merger for merging Avco Mortgage Corporation with and into Associates Mortgage Corporation:

"1. Associates Mortgage Corporation, which is a business corporation of the State of Nevada and is the parent corporation and the owner of all of the outstanding shares of Avco Mortgage Corporation, which is a business corporation of the State of Nevada and the subsidiary corporation, hereby merges Avco Mortgage Corporation into Associates Mortgage Corporation pursuant to the provisions of Chapter 92A, Nevada Revised Statutes.

"2. The jurisdiction of organization of Avco Mortgage Corporation is the State of Nevada. The jurisdiction of organization of Associates Mortgage Corporation is the State of Nevada.

"3. The separate existence of Avco Mortgage Corporation shall cease at the effective time of the merger, and Associates Mortgage Corporation shall continue its existence as the surviving corporation, pursuant to the provisions of Chapter 92A, Nevada Revised Statutes.

"4. The issued shares of Avco Mortgage Corporation shall not be converted in any manner, but each said share which is issued as of the effective time of the merger shall be surrendered and extinguished.

"5. The Board of Directors and the proper officers of Associates Mortgage Corporation 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."

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2. The said Plan of Merger has been adopted by the Board of Directors of Avco Mortgage Corporation and of Associates Mortgage Corporation. Associates Mortgage Corporation is the owner of all of the outstanding shares of Avco Mortgage Corporation. Approval by the stockholders of Associates Mortgage Corporation was not required.

3. Associates Mortgage Corporation, as the owner of all of the outstanding shares of Avco Mortgage Corporation, has waived the requirement of mailing a copy of the Plan of Merger to itself.

4. The merger herein provided for shall become effective on September 1, 1999.

- Signed on July 27, 1999.

AVCO MORTGAGE CORPORATION

Phyllis A. Joest
Phyllis A. Joest, Senior Vice President

Karen L. Robb
Karen L. Robb, Assistant Secretary

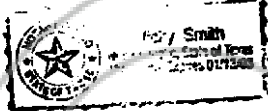
ASSOCIATES MORTGAGE CORPORATION

Phyllis A. Joest
Phyllis A. Joest, Senior Vice President

Karen L. Robb
Karen L. Robb, Assistant Secretary

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On July 27, 1999, personally appeared before me, a Notary Public in and for the State and County aforesaid, Phyllis A. Joest, Senior Vice President of Avco Mortgage Corporation, personally known to me to be the person whose name is subscribed to the above instrument in the said capacity, who acknowledged that he executed the said instrument.



Vicki Smith
Notary Public

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On July 27, 1999, personally appeared before me, a Notary Public in and for the State and County aforesaid, Phyllis A. Joest, Senior Vice President of Associates Mortgage Corporation, personally known to me to be the person whose name is subscribed to the above instrument in the said capacity, who acknowledged that he executed the said instrument.

Vicki Smith
Notary Public

NO. **113521**

FILED AND RECORDED AT REQUEST OF
CSC THE U.S. CORP.
Oct. 26, 1999
AT **05** MINUTES PAST **03** O'CLOCK
PM IN BOOK **144** OF OFFICIAL
RECORDS PAGE **435** LINCOLN
COUNTY, NEVADA.

Leslie Boucher
COUNTY RECORDER
By *Leslie Boucher* Deputy

STATE OF NEVADA
Secretary of State
I hereby certify that this is a
true and complete copy of
the document as filed in this
office.
SEP 27 '99
Dean Heller
DEAN HELLER
Secretary of State
By *Dean Heller*

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