

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

THELMA L. STOVALL
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF MERGER OF DOMESTIC CORPORATIONS INTO

STERLING FINANCE COMPANY OF OWENSBORO, STERLING FINANCE COMPANY OF
PADUCAH AND STERLING FINANCE COMPANY
into: STERLING ACCEPTANCE COMPANY, now changing name to:
USLIFE CREDIT CORPORATION

I, THELMA L. STOVALL, Secretary of State of the Commonwealth of Kentucky, do hereby
certify that triplicate originals of Articles of Merger of

STERLING FINANCE COMPANY OF OWENSBORO, et. al.

a domestic corporation, into STERLING ACCEPTANCE COMPANY (Louisville, Kentucky)
a domestic corporation, duly signed and verified pursuant to the Provisions of Kentucky
Revised Statutes 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do
hereby issue this Certificate of Merger of

STERLING FINANCE COMPANY OF OWENSBORO, et. al.

INTO STERLING ACCEPTANCE COMPANY, under the name USLIFE CREDIT CORPOR-
ATION



Witness my official signature and seal of office this 29th
day of December, 1972, at Frankfort, Kentucky.

Thelma L. Stovall
SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

SECRETARY OF STATE
SEP 27 1972
CL 15
Commonwealth of Kentucky
5-152887

ARTICLES OF MERGER
OF

STERLING FINANCE COMPANY OF OWENSBORO
A KENTUCKY CORPORATION

STERLING FINANCE COMPANY OF PADUCAH
A KENTUCKY CORPORATION

STERLING FINANCE COMPANY
A KENTUCKY CORPORATION

INTO

STERLING ACCEPTANCE COMPANY d/b/a STERLING FINANCE COMPANY
A KENTUCKY CORPORATION

Pursuant to Section 71 of the Kentucky Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger as set forth in Exhibit A attached hereto and made a part hereof was approved by the shareholders of STERLING ACCEPTANCE COMPANY d/b/a STERLING FINANCE COMPANY, a Kentucky corporation, on the 28th day of September, 1972, in the manner prescribed by the Kentucky Business Corporation Act, was approved by the shareholders of STERLING FINANCE COMPANY OF OWENSBORO, a Kentucky corporation, on the 28th day of September, 1972, in the manner prescribed by the Kentucky Business Corporation Act, was approved by the shareholders of STERLING FINANCE COMPANY OF PADUCAH, a Kentucky corporation, on the 28th day of September, 1972, in the manner prescribed by the Kentucky Business Corporation Act, and was approved by the shareholders

of STERLING FINANCE COMPANY, a Kentucky Corporation on the 28th day of September, 1972, in the manner prescribed by the Kentucky Business Corporation Act.

SECOND: As to each participating corporation, the shareholders of which voted on such plan of merger, the number of shares outstanding and the number of shares entitled to vote on such plan, and the number of such shares voted for and against the plan as follows:

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>	<u>NUMBER OF SHARES ENTITLED TO VOTE</u>	<u>VOTED FOR</u>	<u>VOTED AGAINST</u>
STERLING FINANCE COMPANY OF OWENSPORO	200	200	200	-0-
STERLING FINANCE COMPANY OF PADUCAH	200	200	200	-0-
STERLING FINANCE COMPANY	200	200	200	-0-
STERLING ACCEPTANCE COMPANY d/b/a STERLING FINANCE COMPANY	100	100	100	-0-

THIRD: If the shares of any class were entitled to vote as a class, the designation and number of the outstanding shares of each such class, and the number of shares of each such class voted for and against the plan, are as follows:

<u>NAME OF CORPORATION</u>	<u>DESIGNATION OF CLASS</u>	<u>NUMBER OF SHARES</u>	<u>VOTED FOR</u>	<u>VOTED AGAINST</u>
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None for each corporation

Dated the 19th day of December, 1972

STERLING ACCEPTANCE COMPANY
d/b/a STERLING FINANCE COMPANY

By Irvin E. McElhinny
its President
Irvin E. McElhinny

and Wm. S. Naughton
its Secretary
Wm. S. Naughton

STERLING FINANCE COMPANY OF OWENSBORO

By Irvin E. McElhinny
its President
Irvin E. McElhinny

and Wm. S. Naughton
its Secretary
Wm. S. Naughton

STERLING FINANCE COMPANY OF PADUCAH

By Irvin E. McElhinny
its President
Irvin E. McElhinny

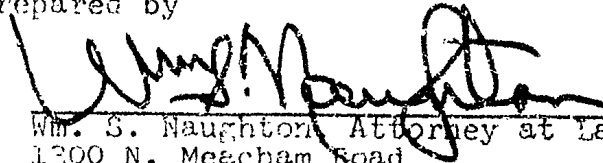
and Wm. S. Naughton
its Secretary
Wm. S. Naughton

STERLING FINANCE COMPANY

By Irvin E. McElhinny
its President
Irvin E. McElhinny

and Wm. S. Naughton
its Secretary
Wm. S. Naughton

This Instrument was prepared by

A handwritten signature in black ink, appearing to read "Wm. S. Naughton". The signature is written in a cursive style with a large initial "W".

Wm. S. Naughton Attorney at Law
1300 N. Meacham Road
Schaumburg, Illinois 60172

EXHIBIT A

PLAN OF MERGER

FIRST: STERLING ACCEPTANCE COMPANY, d/b/a STERLING FINANCE COMPANY, hereby merges into itself STERLING FINANCE COMPANY OF OWENSBORO, STERLING FINANCE COMPANY OF PADUCAH and STERLING FINANCE COMPANY and the said STERLING FINANCE COMPANY OF OWENSBORO, STERLING FINANCE COMPANY OF PADUCAH and STERLING FINANCE COMPANY shall be and are hereby merged into STERLING ACCEPTANCE COMPANY, d/b/a STERLING FINANCE COMPANY.

SECOND: The Articles of Incorporation of STERLING ACCEPTANCE COMPANY, d/b/a STERLING FINANCE COMPANY are amended as follows:

"1. The name of the corporation is
USLIFE CREDIT CORPORATION."

Said Articles of Incorporation as so amended and as so hereby changed shall become and be the Certificate of Incorporation of the surviving corporation, and, in addition to the powers conferred upon it by statute, the surviving corporation shall have the powers set forth therein and be governed by the provisions thereof.

THIRD: No stock of STERLING ACCEPTANCE COMPANY d/b/a STERLING FINANCE COMPANY shall be issued as a part of the merger.

FOURTH: Upon the effective date of the merger, COLONIAL ACCEPTANCE CORPORATION, a Delaware Corporation, the

STATE OF ILLINOIS

COUNTY OF COOK

I hereby certify that on this day before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Irvin E. McElhinny, to me known and known to be the person described in and who executed the foregoing Agreement of Merger as President of Sterling Finance Company of Owensboro, Sterling Finance Company of Paducah, Sterling Finance Company and Sterling Acceptance Company D/B/A Sterling Finance Company, all corporations of the State of Kentucky, and the corporations described in and party to the foregoing Agreement of Merger, and acknowledged before me that he executed the same as such President of said Corporations and that the foregoing Agreement of Merger is the act, deed and agreement of said corporations.

WITNESS my hand and official seal in the County and State last aforesaid this ~~1972~~ day of December, A.D. 1972.

Margaret Leggett

MARGARET LEGGETT, Notary Public
MY COMMISSION EXPIRES MARCH 14, 1978

ORIGINAL COPY
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

DEC 29 1972

Phelma L. Stovace
SECRETARY OF STATE
BY *Phelma L. Stovace*
SECRETARY OF STATE

holder of all the issued and outstanding stock of each merged corporation, shall assign and transfer to the respective issuers of said stock or its agents, the certificate or certificates representing the shares of stock of such respective issuers held by COLONIAL ACCEPTANCE CORPORATION immediately prior to the effective date of the merger, and upon the assignment and transfer of said certificate or certificate, the same shall be cancelled.

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

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or replaced as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Kentucky. However, for all accounting purposes, the effective date of merger shall be as of the close of business on December 29, 1972.