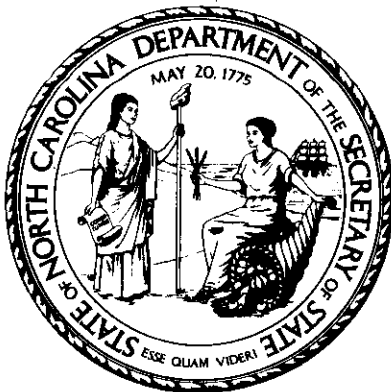


STATE OF NORTH CAROLINA



OCT 30 9 49 AM '80
SECRETARY OF STATE

Department of The
Secretary of State

To all to whom these presents shall come, Greeting:

*I, Thad Eure, Secretary of State of the State of
North Carolina, do hereby certify the following and
hereto attached (4 sheets) to be a true copy of*

ARTICLES OF MERGER

OF

CAPITAL FINANCIAL SERVICES INC. NO. 37

INTO

BARCLAYSAMERICAN/FINANCIAL, INC.

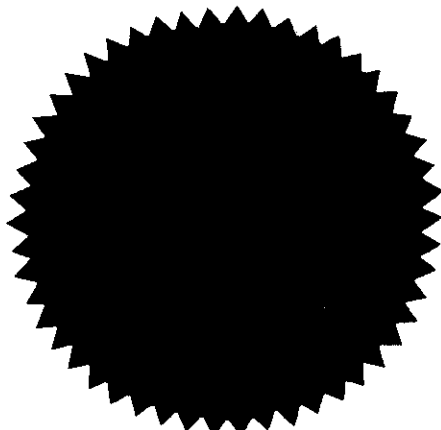
*the original of which is now on file and a matter of
record in this office.*

*In Witness Whereof, I have hereunto set my hand
and affixed my official seal.*

Done in Office, at Raleigh, this 22nd **day**
of October **in the year of our Lord 19** 80

Secretary of State

By
Deputy Secretary of State





**State
of
North Carolina**

Certified Copy
from
The Department of The
Secretary of State

FILED

OCT 10 10 29 AM '80

THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

274656

ARTICLES OF MERGER
OF

CAPITAL FINANCIAL SERVICES INC. NO. 37
INTO
BARCLAYSAMERICAN/FINANCIAL, INC.

Pursuant to the provisions of Section 55-108.1 of the General Statutes of North Carolina, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Capital Financial Services Inc. No. 37	Oregon
BarclaysAmerican/Financial, Inc.	North Carolina

SECOND: The laws of the State under which such foreign corporation is organized permit such merger and such foreign corporation has complied with the applicable provisions of the laws of the State under which it is organized.

THIRD: The name of the surviving corporation is BarclaysAmerican/Financial, Inc. and it is to be governed by the laws of the State of North Carolina.

FOURTH: BarclaysAmerican/Financial, Inc. owns all of the outstanding shares of Capital Financial Services Inc. No. 37.

FIFTH: The Plan and Agreement of Merger attached hereto as Exhibit A was duly adopted by the majority of the board of directors of the undersigned domestic corporation in the manner prescribed by the General Statutes of North Carolina, and was approved by the majority of the board of directors of the undersigned foreign corporation in the complete liquidation and redemption of all of the issued and outstanding stock of Capital Financial Services Inc. No. 37.

Dated October 10, 1980.

CAPITAL FINANCIAL SERVICES INC. NO. 37

By P. H. Kuehl
Its President

And W. J. Tamm
Its Secretary


BARCLAYSAMERICAN/FINANCIAL, INC.

By P. H. Kuehl
Its President

And W. J. Tamm
Its Secretary

STATE OF NORTH CAROLINA)
)
COUNTY OF MECKLENBURG)

C. H. Kuebler, being the president, and W. C. Tyser, Jr., being the secretary of BarclaysAmerican/Financial, Inc. each being duly sworn, deposes and says that he signed the foregoing "Articles of Merger," that he was authorized to sign and that the facts stated in the foregoing "Articles of Merger" are true and correct.


C. H. Kuebler

W. C. Tyser, Jr.

Sworn to and subscribed before me this 10th day of October, A.D., 1980.

Notarial Seal

Rebecca M. Shaver
Notary Public

My Commission Expires April 14, 1981.

STATE OF NORTH CAROLINA) ss:
COUNTY OF MECKLENBURG)

C. H. Kuebler, being the president, and W. C. Tyser, Jr., being the secretary of Capital Financial Services Inc. No. 37, each being duly sworn, deposes and says that he signed the foregoing "Articles of Merger," that he was authorized to sign and that the facts stated in the foregoing "Articles of Merger" are true and correct.

C. H. Kuebler
C. H. Kuebler

W. C. Tyser, Jr.

Sworn to and subscribed before me this 10th day of October, A.D., 1980.

Notarial Seal

Rosanne M. L. L. L.
Notary Public

My Commission Expires April 14, 1981.

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger, dated October 10, 1980, adopted and made between BarclaysAmerican/Financial, Inc., a corporation organized and existing under the laws of the State of North Carolina (hereinafter called the "Surviving Corporation") and Capital Financial Services Inc. No. 37, a corporation organized and existing under the laws of the State of Oregon and being a wholly-owned subsidiary of the Surviving Corporation (hereinafter referred to as the "Merging Corporation").

The Surviving Corporation has total authorized capital stock consisting of 100,000 shares of common stock of \$1 par value (of which 100,000 shares are now issued and outstanding). The Merging Corporation has total authorized stock consisting of 1,000 shares of common stock of \$1 par value (of which 1,000 shares are now issued and outstanding).

The Board of Directors of each corporation a party hereto has unanimously approved this Plan and Agreement of Merger and has authorized the execution hereof in counterparts.

In consideration of these premises, the corporations, parties to this Plan and Agreement of Merger by and between their respective Board of Directors, hereby prescribe the terms and conditions of such merger as follows:

1. The Merging Corporation shall be merged into the Surviving Corporation pursuant to and with the effects of the applicable provisions of the General Statutes of North Carolina.
2. Upon the merger becoming effective, the Charter of the Surviving Corporation in effect at the time of merger shall constitute the Charter of the Surviving Corporation.
3. Upon the merger becoming effective, the Surviving Corporation shall possess all of the rights, privileges, immunities, powers and franchises, public as well as of a private nature, of each of the corporate parties hereto; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to the Merging Corporation theretofore shall be taken and deemed to be transferred to and vested in the Surviving Corporation and shall not revert or be in any way impaired by reason of such merger; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of both the Merging Corporation and the Surviving Corporation, and any claim existing or action or proceeding, civil or criminal, pending by or against either corporation may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place,

and any judgment rendered against either corporation may thenceforth be enforced against the Surviving Corporation; and neither the rights of creditors nor any liens upon the property of either corporation shall be impaired by such merger.

4. Upon the merger becoming effective, each issued and outstanding share of the Merging Corporation shall by virtue of the merger and without any further action be deemed liquidated and redeemed by the Surviving Corporation.

5. The Charter and By-Laws of the Surviving Corporation in effect on the effective date of the merger shall continue to be the respective Charter and By-Laws of the Surviving Corporation until further amended in accordance with applicable law.

6. Upon the merger becoming effective, the following persons shall constitute the Board of Directors of the Surviving Corporation: C. H. Kuebler, J. A. Reeder, and R. B. Hendrix.

Such persons shall hold office until the next Annual Meeting of Shareholders of the Surviving Corporation or until their respective successors are duly elected and qualify in accordance with the By-Laws of the Surviving Corporation. In the event of the death of any of said persons prior to the effective date of the merger or in the event any of them shall refuse or be unwilling to serve, any vacancies so occurring may be filled in accordance with the By-Laws of the Surviving Corporation after the merger shall have become effective.

IN WITNESS WHEREOF, the corporate parties hereto have caused this Plan and Agreement of Merger to be signed in their respective corporate names the year and day set forth above.

ATTEST:

W. C. Tyser, Jr.
W. C. Tyser, Jr., Secretary

BarclaysAmerican/Financial, Inc.

By

C. H. Kuebler
C. H. Kuebler

ATTEST:

W. C. Tyser, Jr.
W. C. Tyser, Jr., Secretary

Capital Financial Services Inc. No.37

By

C. H. Kuebler
C. H. Kuebler