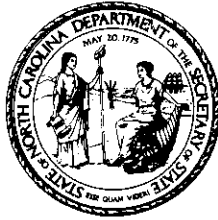


STATE OF NORTH CAROLINA



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 (9 sheets) to
be a true copy of

ARTICLES OF MERGER OF

BARCLAYSAMERICAN/FINANCIAL, INC. (Tenn. not dom.)
BARCLAYSAMERICAN/CREDIT OF FLORIDA, INC. (Fla. not dom.)
BARCLAYSAMERICAN/CREDIT, INC. (N.C. Corp.)
BARCLAYSAMERICAN/CREDIT OF NORTH CAROLINA, INC. (N.C. Corp.)
BARCLAYSAMERICAN/CREDIT, INC. (Tenn. not dom.)

INTO

BARCLAYSAMERICAN/FINANCIAL, INC. (N. C. Corp.)

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 the 27th day of August in the
year of our Lord 1982.

THAD EURE
SECRETARY OF STATE

By 
Deputy Secretary of State



FILED

ARTICLES OF MERGER

OF

DEC 22 2 20 PM '81

THAD E. JUNE
SECRETARY
NORTH CAROLINA

BARCLAYSAMERICAN/FINANCIAL, INC.
BARCLAYSAMERICAN/CREDIT OF FLORIDA, INC.
BARCLAYSAMERICAN/CREDIT, INC.
BARCLAYSAMERICAN/CREDIT OF NORTH CAROLINA, INC.
BARCLAYSAMERICAN/CREDIT, INC.

INTO

BARCLAYSAMERICAN/FINANCIAL, INC.

Pursuant to the provisions of Section 55-111 of the North Carolina Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. 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 of Incorporation</u>
BarclaysAmerican/Financial, Inc.	Tennessee
BarclaysAmerican/Credit of Florida, Inc.	Florida
BarclaysAmerican/Credit, Inc.	North Carolina
BarclaysAmerican/Credit of North Carolina, Inc.	North Carolina
BarclaysAmerican/Credit, Inc.	Tennessee
BarclaysAmerican/Financial, Inc.	North Carolina

2. The laws of the States under which such foreign corporations are organized permit such merger and each foreign corporation which is a party of this merger has complied with the applicable provisions of the laws of the State under which it is organized.

3. 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.

4. Attached hereto as Exhibit A is the Plan and Agreement of Merger which was duly adopted by the board of directors and thereafter approved by the shareholders of the undersigned domestic corporations in the manner prescribed by the North Carolina Business Corporation Act, and was approved by the undersigned foreign corporations in the manner prescribed by the laws of the States under which such corporations are organized.

5. As to each of the undersigned corporations, there is issued and outstanding shares of common stock only. None of the shares of the participating corporations are entitled to vote as a class. The number of shares issued and outstanding and entitled to vote on the Plan and Agreement of Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding and Entitled to Vote</u>
BarclaysAmerican/Financial, Inc. (Tennessee)	751,000
BarclaysAmerican/Credit of Florida, Inc.(Florida)	50,000
BarclaysAmerican/Credit, Inc. (North Carolina)	7,520,100
BarclaysAmerican/Credit of North Carolina, Inc. (North Carolina)	775,100
BarclaysAmerican/Credit, Inc. (Tennessee)	436,000
BarclaysAmerican/Financial, Inc. (North Carolina)	100,000

6. As to each of the undersigned corporations, all of the shares outstanding and entitled to vote set forth in provision 5 above voted for the Plan and Agreement of Merger and none voted against the Plan and Agreement of Merger.

7. The effective date of the certificate of merger shall be
on the 31st day of December, 1981 at ^{11 59 PM.} ~~the close of business of any~~
~~corporation a party hereto.~~

Dated December 1, 1981.

BarclaysAmerican/Financial, Inc.
(a Tennessee corporation)

By J. A. Reeder
J. A. Reeder, Its President

And W. C. Tyser, Jr.
W. C. Tyser, Jr., Its Secretary

BarclaysAmerican/Credit of Florida, Inc.
(a Florida corporation)

By J. A. Reeder
J. A. Reeder, Its President

And W. C. Tyser, Jr.
W. C. Tyser, Jr., Its Secretary

BarclaysAmerican/Credit, Inc.
(a North Carolina corporation)

By J. A. Reeder
J. A. Reeder, Its President

And W. C. Tyser, Jr.
W. C. Tyser, Jr., Its Secretary

BarclaysAmerican/Credit of North
Carolina (a North Carolina corporation)

By J. A. Reeder
J. A. Reeder, Its President

And W. C. Tyser, Jr.
W. C. Tyser, Jr., Its Secretary

BarclaysAmerican/Credit, Inc.
(a Tennessee corporation)

By J. A. Reeder
J. A. Reeder, Its President

And W. C. Tyser, Jr.
W. C. Tyser, Jr., Its Secretary

BarclaysAmerican/Financial, Inc.
(a North Carolina corporation)

By J. A. Reeder
J. A. Reeder, Its President

And W. C. Tyser, Jr.
W. C. Tyser, Jr., Its Secretary

STATE OF NORTH CAROLINA)
COUNTY OF MECKLENBURG) ss
)

This is to certify that on the 1st day of December, 1981, before me, a notary public, personally appeared J. A. Reeder and W. C. Tyser, Jr., each of whom, being by me first duly sworn, declared that he signed the foregoing Articles of Merger of:

BarclaysAmerican/Financial, Inc.
(a Tennessee corporation)

BarclaysAmerican/Credit of Florida, Inc.
(a Florida corporation)

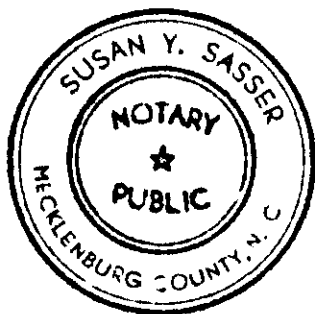
BarclaysAmerican/Credit, Inc.
(a North Carolina corporation)

BarclaysAmerican/Credit of North Carolina, Inc.
(a North Carolina corporation)

BarclaysAmerican/Credit, Inc.
(a Tennessee corporation)

into BarclaysAmerican/Financial, Inc., a North Carolina corporation, in the capacity indicated, that he was authorized so to sign, and that the statements therein contained are true.

Sworn to and subscribed before me this 1st day of December, 1981.



Susan Y. Sasser
Notary Public

My Commission Expires 10-13-86

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger, dated December 1, 1981, 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 the following corporations, organized and existing under the laws of the indicated state and each being a wholly-owned subsidiary of the Surviving Corporation (hereinafter collectively referred to as the "Merging Corporations"):

(Name of Merging Corporation)	(State of Organization)
BarclaysAmerican/Financial, Inc.	Tennessee
BarclaysAmerican/Credit of Florida, Inc.	Florida
BarclaysAmerican/Credit, Inc.	North Carolina
BarclaysAmerican/Credit of North Carolina, Inc.	North Carolina
BarclaysAmerican/Credit, Inc.	Tennessee

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).

Each of the Merging Corporations has the total authorized capital stock of the par value indicated and issued and outstanding shares of such capital sotck as follows:

Name of Merging Corporation	(Authorized Capital-Shares)	(Par Value)	(Issued and Outstanding Shares)
BarclaysAmerican/Financial, Inc. (Tennessee)	751,000	\$1.00	751,000
BarclaysAmerican/Credit of Florida, Inc. (Florida)	100,000	\$1.00	50,000
BarclaysAmerican/Credit, Inc. (North Carolina)	7,520,100	\$1.00	7,520,000
BarclaysAmerican/Credit of North Carolina, Inc. (North Carolina)	1,000,000	\$1.00	775,100
BarclaysAmerican/Credit, Inc. (Tennessee)	436,000	\$1.00	436,000

The Board of Directors of each corporation a party hereto has in accordance with the laws of the state under which it is organized 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 Boards of Directors, hereby prescribe to the terms and conditions of such merger as follows:

1. Each of the Merging Corporations shall be merged into the Surviving Corporation pursuant to and with the effects of the applicable provisions of the laws of the states of organization of the corporations which are parties to this Plan and Agreement of Merger. The Surviving Corporation shall be governed by the laws of the state of North Carolina and the address of the registered office of the Surviving Corporation shall be 201 South Tryon Street, Charlotte, North Carolina, 28286.

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 Corporations theretofore shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate or any interest therein vested in the Merging Corporations or the Surviving Corporation 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 each of the Merging Corporations and the Surviving Corporation, and any claim existing or action or proceeding, civil or criminal, pending by or against any corporations a party hereto 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 any corporation a party hereto may thenceforth be enforced against the Surviving Corporation; and neither the rights of creditors nor any liens upon the property of any corporation a party hereto shall be impaired by such merger.

4. Upon the merger becoming effective, each issued and outstanding share of each Merging Corporation shall by virtue of the merger and without any further action be deemed cancelled and terminated. The issued and outstanding shares of the Surviving Corporation shall continue to be issued and outstanding after the effective date of the merger, without any requirement that new certificates representing such shares be issued in lieu of such issued and outstanding certificates.

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 officers and directors of the Surviving Corporation holding office on the effective date of the merger shall be the officers and directors of the Surviving Corporation. 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.

7. The Surviving Corporation (a) agrees that it may be served with process in any state of organization of any Merging Corporation with respect to any proceeding for the enforcement of any obligation of the Merging Corporation organized in that state and with respect to any proceeding for the enforcement of the rights of a dissenting shareholder of any such Merging Corporation; (b) irrevocably appoints the Secretary of State or other statutorially required state department of the respective state of organization of each Merging Corporation as the Surviving Corporation's agent to accept service of process in any such proceeding; (c) agrees that it shall promptly pay to any dissenting shareholder of any Merging Corporation the amount, if any, to which such dissenting shareholder shall be entitled under the laws of the state of organization of the respective Merging Corporation; and (d) states that it shall do business as a foreign corporation in the state of organization of each Merging Corporation.

8. This Plan and Agreement of Merger shall, if required by law or deemed desirable by the respective corporations parties hereto, be submitted to the shareholders of each of the Merging Corporations and the Surviving Corporation in accordance with the laws of the state of organization of each such corporation. Upon the approval of the shareholders, and in any event if shareholder approval is not legally required by the laws of the state of organization of any corporation a party hereto and is not sought, this merger shall become effective on December 31, 1981 at the last close of business of any corporation a party hereto, or, in the event the laws of any state of organization of any corporation a party hereto does not allow for the designation of a specific date for effectiveness, with respect to such merger between such corporation or corporations and the Surviving Corporation the date of filing with the Secretary of State or other statutorially required state department by such corporation or corporations.

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.

BARCLAYSAMERICAN/FINANCIAL, INC.
(a North Carolina corporation)

By J. A. Reeder
J. A. Reeder, President

ATTEST:

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

BarclaysAmerican/Financial, Inc.
(a Tennessee corporation)
BarclaysAmerican/Credit of Florida,
Inc. (a Florida corporation)
BarclaysAmerican/Credit, Inc.
(a North Carolina corporation)
BarclaysAmerican/Credit of North
Carolina, Inc. (a North Carolina
corporation)
BarclaysAmerican/Credit, Inc.
(a Tennessee corporation)

By J. A. Reeder
J. A. Reeder, President for all
above referenced corporations

ATTEST:

W. C. Tyser, Jr.
W. C. Tyser, Jr.
Secretary of all above
referenced corporations