

846413

Document Number Only

98 OCT 13 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

100002662491--5
-10/13/98--01039--009
****315.00 ****315.00

CORPORATION(S) NAME

CHRYSLER FIRST ACCEPTANCE CORPORATION; CHRYSLER FIRST BUSINESS CREDIT CORPORATION;
CHRYSLER FIRST COMMERCIAL CORPORATION; CHRYSLER FIRST CONSUMER DISCOUNT COMPANY;
CHRYSLER FIRST FINANCIAL SERVICES CORPORATION; CHRYSLER FIRST FINANCIAL SERVICES
COMPANION OF AMERICA; CHRYSLER FIRST INDUSTRIAL LOAN COMPANY;
MERGING INTO; CHRYSLER FIRST INC.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
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- Change of R.A.
- Policy Name
- After 4:30
- Pick Up

DEPT. OF CORPORATION
98 OCT 13
RE

Name	
Availability	
Document Examiner	Jee
Updater	
Verifier	10/15
Acknowledgment	

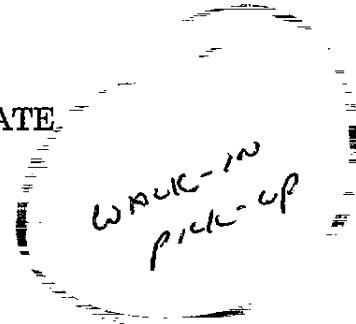
10/13

PLEASE RETURN EXTRA COPIE
FILE STAMPED
JEFF BUTTERFIELD



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 13, 1998



CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: CHRYSLER FIRST BUSINESS CREDIT CORPORATION
Ref. Number: 846413

We have received your document for CHRYSLER FIRST BUSINESS CREDIT CORPORATION and your check(s) totaling \$315.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 398A00050793

*ATTN: TERESA BROWN
PLEASE BACKDATE!
THANK YOU.*

RECEIVED
98 OCT 14 AM 10:43
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

*WALK-IN
pick-up*

October 14, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: CHRYSLER FIRST BUSINESS CREDIT CORPORATION
Ref. Number: 846413

We have received your document for CHRYSLER FIRST BUSINESS CREDIT CORPORATION and your check(s) totaling \$315.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The exhibit A referred to in your document is not attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 798A00050928

*ATTN: Teresa
please backdate
to Oct. 3, 1998
Thank you!*

DIVISION OF CORPORATION

98 OCT 14 PM 3:19

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

CHRYSLER FIRST BUSINESS CREDIT CORPORATION, a Delaware
corporation, 846413
CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF FLORIDA, a
Florida corporation, 187710

INTO

CHRYSLER FIRST INC., a Pennsylvania corporation not qualified in Florida.

File date: October 13, 1998

Corporate Specialist: Teresa Brown

FILED

98 OCT 13 PM 3:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

CHRYSLER FIRST INC.

AND

**CHRYSLER FIRST ACCEPTANCE CORPORATION
CHRYSLER FIRST BUSINESS CREDIT CORPORATION
CHRYSLER FIRST COMMERCIAL CORPORATION
CHRYSLER FIRST CONSUMER DISCOUNT COMPANY
CHRYSLER FIRST FINANCIAL SERVICES CORPORATION
CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF FLORIDA
CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF AMERICA
CHRYSLER FIRST INDUSTRIAL LOAN COMPANY
(the "Merging Corporations")**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Chrysler First Inc., a Pennsylvania corporation, and Chrysler First Acceptance Corporation, a Delaware corporation, Chrysler First Business Credit Corporation, a Delaware corporation, Chrysler First Commercial Corporation, a Pennsylvania corporation, Chrysler First Consumer Discount *COMPANY*, a Pennsylvania corporation, Chrysler First Financial Services Corporation, a Delaware corporation, Chrysler First Financial Services Corporation of Florida, a Florida corporation, Chrysler First Financial Services Corporation of America, a Delaware corporation, and Chrysler First Industrial Loan Company, a Washington corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Chrysler First Inc. and Chrysler First Acceptance Corporation, Chrysler First Business Credit Corporation, Chrysler First Commercial Corporation, Chrysler First Consumer Discount *COMPANY*, Chrysler First Financial Services Corporation, Chrysler First Financial Services Corporation of Florida, Chrysler First Financial Services Corporation of America, and Chrysler First Industrial Loan Company.

2. Chrysler First Acceptance Corporation, Chrysler First Business Credit Corporation, Chrysler First Commercial Corporation, Chrysler First Consumer Discount *COMPANY*, Chrysler First Financial Services Corporation, Chrysler First Financial Services Corporation of Florida, Chrysler First Financial Services Corporation of America, and Chrysler First Industrial Loan Company are hereby merged with and into Chrysler First Inc. and the corporate existence of Chrysler First Acceptance Corporation, Chrysler First Business Credit Corporation, Chrysler First Commercial Corporation, Chrysler First Consumer Discount *COMPANY*, Chrysler First Financial Services Corporation, Chrysler First Financial Services Corporation of Florida, Chrysler First Financial Services Corporation of America, and Chrysler First Industrial Loan Company shall cease. Chrysler First Inc. is the surviving corporation in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

3. The Plan of Merger was adopted by the Board of Directors of Chrysler First Acceptance Corporation, Chrysler First Business Credit Corporation, Chrysler First Commercial Corporation, Chrysler First Consumer Discount *COMPANY*, Chrysler First Financial Services Corporation, Chrysler First Financial Services Corporation of Florida, Chrysler First Financial Services Corporation of America, and Chrysler First Industrial Loan Company by written consents in lieu of holding special meetings dated October 6, 1998, pursuant to Sections 607.0821 and 607.0704 of the Act. *SHAREHOLDER APPROVAL WAS NOT REQUIRED BY ANY OF THE COMPANIES.*
4. The Plan of Merger was adopted by the Board of Directors Chrysler First Inc. by written consent in lieu of holding special meetings dated October 6, 1998, pursuant to Sections 607.0821 and 607.0704 of the Act.

The Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with the provision of Sections 607.1105 and 607.1106 of the Act.

The parties have caused these Articles of Merger to be executed on October 9, 1998.

Chrysler First Acceptance Corporation

By: 

T. L. Hackman
Secretary

Chrysler First Business Credit Corporation

By: 

T. L. Hackman
Secretary

Chrysler First Commercial Corporation

By: 

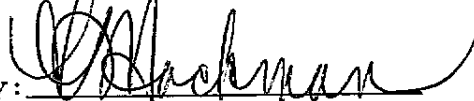
T. L. Hackman
Secretary

Chrysler First Consumer Discount Company

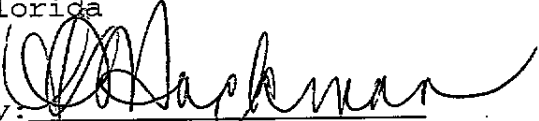
By: 

T. L. Hackman
Secretary

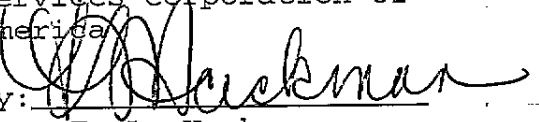
Chrysler First Financial
Services Corporation

By: 
T. L. Hackman
Secretary

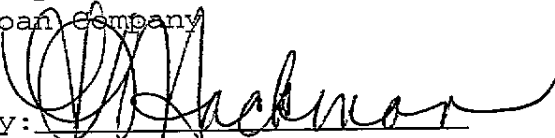
Chrysler First Financial
Services Corporation of
Florida

By: 
T. L. Hackman
Secretary

Chrysler First Financial
Services Corporation of
America

By: 
T. L. Hackman
Secretary

Chrysler First Industrial
Loan Company

By: 
T. L. Hackman
Secretary

Chrysler First Inc.

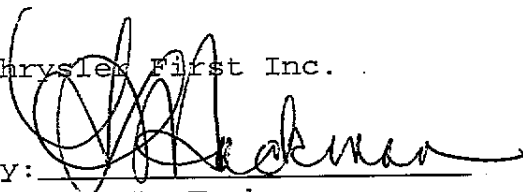
By: 
T. L. Hackman
Secretary

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is made this 8th day of October, 1998, by and between Chrysler First Inc., a Pennsylvania corporation ("CFI") and Chrysler First Acceptance Corporation, a Delaware corporation; Chrysler First Business Credit Corporation, a Delaware corporation; Chrysler First Commercial Corporation, a Pennsylvania corporation; Chrysler First Consumer Discount Company, a Pennsylvania corporation; Chrysler First Financial Services Corporation, a Delaware corporation; Chrysler First Industrial Loan Company, a Washington corporation; Chrysler First Financial Services Corporation of America, a Delaware corporation; and Chrysler First Financial Services Corporation of Florida, a Florida corporation; Chrysler First Financial Service Corporation of America (collectively, the "Constituent Corporations").

RECITALS

WHEREAS, CFI is a corporation duly incorporated, validly existing and in good standing under the laws of the Commonwealth of Pennsylvania.

WHEREAS, the Constituent Corporations are corporations duly incorporated, validly existing and in good standing under the laws of the states indicated above.

WHEREAS, the Constituent Corporations are wholly-owned subsidiaries of CFI.

WHEREAS, the Board of Directors of CFI deems it advisable for the mutual benefit of CFI and the Constituent Corporations that the Constituent Corporations be merged with and into CFI (the "Merger") upon the terms and subject to the conditions set forth herein, all in accordance with the Business Corporation Law of the Commonwealth of Pennsylvania (the "BCL").

NOW, THEREFORE, in consideration of their mutual covenants, the parties agree as follows:

AGREEMENT

Section 1. The Merger. On the terms and subject to the conditions set forth in this Agreement, at the Effective Time (as defined below), the Constituent Corporations shall be merged with and into CFI, and CFI shall survive the Merger. At the Effective Time, the separate corporate existences of the Constituent Corporations shall cease and CFI shall possess all the rights, privileges, immunities, powers and franchises, of a public as well as a private nature, and shall be subject to all the restrictions, disabilities and duties, of a surviving corporation as set forth more fully in Section 1929 of the BCL.

Section 2. Shares of CFI Stock. The shares of stock of CFI outstanding at the Effective Time shall remain outstanding and shall not be affected by the Merger.

Section 3. The Constituent Corporations' Stock. At the Effective Time, each share of capital stock of the Constituent Corporations issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall automatically be cancelled and no payment shall be made with respect thereto.

Section 4. Articles of Incorporation and By-laws; Officers and Directors. The Articles of Incorporation and By-laws of CFI as in effect immediately prior to the Effective Time shall continue in full force and effect from and after the Effective Time. The directors of CFI immediately prior to the Effective Time shall be the directors of CFI from and after the Effective Time, and the officers of CFI immediately prior to the Effective Time shall be the officers of CFI from and after the Effective Time.

Section 5. Delivery and Filing of Articles of Merger; Effective Time of Merger. Subject to the provisions of this Agreement, CFI will cause Articles of Merger to be filed with the Secretary of State of the Commonwealth of Pennsylvania as provided in Section 1927 of the BCL. CFI shall also cause all necessary or desirable papers or documents evidencing the Merger to be filed in other states. The Merger shall be effective at 5 pm Eastern Daylight Savings Time on October 13, 1998 (such time on such date being herein referred to as the "Effective Time").

Section 6. Termination of Agreement and Abandonment of Merger. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Time, by the mutual written consent of CFI and the Constituent Corporations.

Section 7. Miscellaneous. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument. The headings contained in this Agreement are for reference purposes only and shall not affect in any way its meaning or interpretation. Subject to the applicable provisions of the BCL, at any time prior to the Effective Time, the parties hereto may modify or amend this Agreement by written agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

Chrysler First Inc.

By: P. D. Mahan
President

Chrysler First Acceptance Corporation

By: P. D. Mahan
President

Chrysler First Business Credit Corporation

By: P. D. Mahan
President

Chrysler First Commercial Corporation

By: P. D. Mahan
President

Chrysler First Consumer Discount
COMPANY

By: P. DiMare
President

Chrysler First Financial Services
Corporation

By: P. DiMare
President

Chrysler First Financial Services
Corporation of America

By: P. DiMare
President

Chrysler First Financial Services
Corporation of Florida

By: P. DiMare
President

Chrysler First Industrial
Loan Company

By: P. DiMare
President