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Requestor's Name	
Address	
City/State/Zip	Phone #

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

• (800) 363-0751 • 2345 S. Lynhurst Dr., Suite 210 • Indianapolis, IN 46241 • Fax (800) 363-0778 •

3. _____ (Corporation Name) _____ (Document #)

4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*NC
4-6-99
DHS*

FILED
99 MAR 30 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. General Acceptance Corporation
Name of corporation as it appears on the records of the Department of State.
2. State of Indiana
Incorporated under laws of
3. 08/25/1993
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 02/28/1999
5. Consumer Acceptance Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

99 MAR 30 PM 1:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Timothy W. Kappes
Signature

March 18, 1999
Date

Timothy W. Kappes
Typed or printed name

Senior Counsel & Secretary
Title

Wp 198805024

1998061608

ARTICLES OF MERGER
OF
CONSUMER ACCEPTANCE CORPORATION
WITH AND INTO
GENERAL ACCEPTANCE CORPORATION

RECEIVED
SUE ANN CAROL

1988050264

ARTICLE I - SURVIVING CORPORATION

Section 1. The name of the corporation surviving the merger is GENERAL ACCEPTANCE CORPORATION (the "Surviving Corporation") and such name shall change as a result of the merger to CONSUMER ACCEPTANCE CORPORATION.

Section 2. The Surviving Corporation is a domestic corporation existing pursuant to the Indiana Business Corporation Law, as amended (hereinafter referred to as the "Act") incorporated on May 6, 1988.

ARTICLE II - NONSURVIVING CORPORATION

CONSUMER ACCEPTANCE CORPORATION (the "Merging Corporation"), a domestic corporation, incorporated under the name CAC Acquisition Corporation on June 23, 1998 and existing pursuant to the Act, is the nonsurviving corporation.

ARTICLE III - PLAN OF MERGER

The Merging Corporation and the Surviving Corporation have adopted a plan of merger which is contained in a certain Agreement and Plan of Merger ("Agreement of Merger"), a copy of which is

attached hereto as Exhibit "A" and by reference made a part hereof, and the Agreement of Merger contains such information as is required by Indiana Code section 23-1-40-1(b). The Agreement of Merger sets forth the parties and the terms and conditions of the merger. The effective date of the merger shall be February 28, 1999 upon the filing of these Articles of Merger.

ARTICLE IV -

MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION

The sole shareholder of the Surviving Corporation approved the Agreement of Merger pursuant to a unanimous written consent dated as of February 25, 1999. As of the date of the shareholder consent, the Surviving Corporation had Twenty-Five Million (25,000,000) shares of common stock authorized, Twenty-Two Million Five Hundred Twenty-Two Thousand (22,522,000) shares of which were issued and outstanding and Five Million (5,000,000) shares of preferred stock, none of which shares were issued and outstanding.

ARTICLE V -

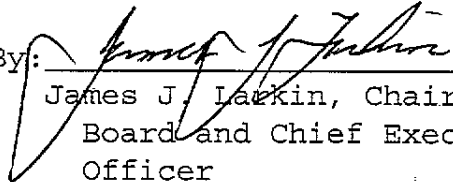
MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION

The sole shareholder of the Merging Corporation approved the Agreement of Merger pursuant to a unanimous written consent dated as of February 25, 1999. As of the date of the shareholder

consent, the Merging Corporation had Ten Thousand (10,000) shares of common stock authorized, One Thousand (1,000) shares of which were issued and outstanding.

IN WITNESS WHEREOF, the undersigned officer of General Acceptance Corporation executes these Articles of Merger for and on behalf of such corporation this 25th day of February, 1999.

GENERAL ACCEPTANCE CORPORATION

By: 
James J. Larkin, Chairman of the
Board and Chief Executive
Officer

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated February 25, 1999, by and between General Acceptance Corporation ("GAC") and Consumer Acceptance Corporation ("CAC") (GAC and CAC collectively, the "Merging Corporations").

RECITALS

A. GAC is a corporation organized and existing under the laws of the State of Indiana with an authorized capital stock consisting of Twenty-Five Million (25,000,000) shares of common capital stock without par value, of which Twenty-Two Million Five Hundred Twenty-Two Thousand (22,522,000) shares are issued and outstanding and Five Million (5,000,000) shares of preferred stock, no par value, none of which shares are issued and outstanding. GAC is a wholly-owned subsidiary of CIHC, Incorporated ("CIHC").

B. CAC is a corporation organized and existing under the laws of the State of Indiana with an authorized capital stock consisting of Ten Thousand (10,000) shares of common capital stock without par value, of which One Thousand (1,000) shares are issued and outstanding. CAC is a wholly-owned subsidiary of CIHC.

C. The Boards of Directors of the Merging Corporations deem it advisable and in the best interest of the Merging Corporations and their shareholder that GAC and CAC merge (the "Merger"). The Merging Corporations respectively desire that they so merge under and pursuant to the laws of the State of Indiana, as the same may apply.

AGREEMENT

NOW THEREFORE, in consideration of the foregoing recitals, these premises and mutual covenants hereinafter contained and for the purpose of prescribing the conditions of the Merger, the Merging Corporations hereby agree as follows:

1. Merger. This Agreement shall be submitted to the Boards of Directors of the Merging Corporations for adoption and submitted to, and is subject to the approval by, the shareholders of the issued and outstanding shares of the common stock of the Merging Corporations, pursuant to Indiana Code Sec.23-1-40-1 and 23-1-40-3. Upon the filing of all documents required by this Agreement and the laws of the State of Indiana, GAC and CAC shall merge and GAC shall survive the Merger (the "Surviving Corporation") and shall change its name to "Consumer Acceptance Corporation". The Surviving Corporation shall remain subject to and governed by the laws of the State of Indiana and its principal office shall be located at 11825 North Pennsylvania Street, Carmel, Indiana 46032.

2. Effective Date of Merger. Subject to the conditions contained in this Agreement, Articles of Merger in the form prescribed by the laws of the State of Indiana shall be filed with the Secretary of State of Indiana and with such other governmental offices as may be required by the laws of the State of Indiana. The effective date of the Merger shall be February 28, 1999 upon the filing of the Articles of Merger with the Indiana Secretary of State (the "Effective Date"). On the Effective Date, the separate existence of CAC shall cease and GAC shall be the surviving corporation.

3. Articles of Incorporation. The Articles of Incorporation of GAC at the Effective Date shall be the Articles of Incorporation of the Surviving Corporation, as amended to change GAC's name to "Consumer Acceptance Corporation".

4. Bylaws. The Bylaws of GAC at the Effective Date shall be the Bylaws of the Surviving Corporation.

5. Directors and Officers. The Directors of GAC at the Effective Date shall be the Directors of the Surviving Corporation until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and the Bylaws of the Surviving Corporation, the Officers of GAC at the Effective Date shall be the Officers of the Surviving Corporation until their respective successors are duly elected and qualified.

6. Name. The name of the Surviving Corporation shall be Consumer Acceptance Corporation.

7. Cancellation and Conversion of Shares in the Merger. On the Effective Date, each issued and outstanding share of CAC shall be automatically canceled. On the Effective Date, each issued and outstanding share of GAC shall be automatically converted to, and deemed to be the only, issued and outstanding shares of the Surviving Corporation.

8. Status of Common Capital Stock of the Surviving Corporation. All shares of the common capital stock of the Surviving Corporation following the Merger shall be fully paid and non-assessable and shall remain issued and outstanding in full satisfaction of all rights pertaining to such shares of the stock of the Merging Corporations.

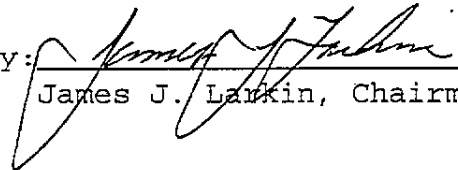
9. Effect of the Merger. At the Effective Date, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges and immunities, powers and franchises, both of a public and private nature, and be subject to all the restrictions, disabilities and duties of each of the Merging Corporations, and all the rights, privileges, immunities, powers and franchises of each of the Merging Corporations, and all property, real, personal and mixed, and all debts due to any of said Merging Corporations of whatever account, for stock subscriptions, as well as for all other things in action or belonging to each of said Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of the respective Merging Corporations; and the title to any real estate or leasehold interest vested by deed, lease or otherwise in any of said Merging Corporations shall not revert or be in any way impaired by reason of the merger; provided however, that all rights of creditors and all liens upon any property of either of the Merging Corporations shall be preserved, unimpaired, limited in lieu to the property affected by such liens at the effective time of the merger, and all debts, liabilities and duties of said Merging Corporations, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

10. Accounting Matters. The assets and liabilities of the Merging Corporations as of the Effective Date shall be taken up on the books of the Surviving Corporation at the amounts at which they were carried at that time on the books of the respective Merging Corporations.


11. Termination. This Agreement may be terminated at any time before the Effective Date by the consent of the Boards of Directors of the Merging Corporations. Upon any such termination, no party shall have any liability or obligation to any other party.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been duly executed by the appropriate Officers of GAC and CAC effective as of the day and year first above written.


GENERAL ACCEPTANCE CORPORATION

By: 
James J. Larkin, Chairman

CONSUMER ACCEPTANCE CORPORATION

By: 
James J. Larkin, President

STATE OF INDIANA
Office of the Secretary of State



I hereby certify that this is a true and complete copy of the
Eight (8) page document(s)
 as filed in this office.

DATED 3-3, 1999

Lee Anne Hickey
Secretary of State

BY Julie Andrews
 This Certification Stamp replaces our previous Certification System.