



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street

Providence, Rhode Island 02903-1335

FILED

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

DEC 29 1999

CO-IT 43
243416

NATIONSCREDIT FINANCIAL SERVICES CORPORATION

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of Merger or Consolidation (**check one box only**) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
NationsCredit Consumer Services, Inc.	Business Corporation	AL
NationsCredit Finance Group, Inc.	Business Corporation	DE
NationsCredit Financial Services Corporation of Alabama	Business Corporation	AL
NationsCredit Financial Services Corporation of America	Business Corporation	NC
NationsCredit Financial Services Corporation of Florida	Business Corporation	FL
NationsCredit Financial Services Corporation of Virginia	Business Corporation	VA
NationsCredit Mortgage Corporation of Florida	Business Corporation	FL
NationsCredit Home Equity Corporation of Kentucky	Business Corporation	KY
NationsCredit Home Equity Corporation of Virginia	Business Corporation	VA
NationsCredit Home Equity Services Corporation	Business Corporation	DE 75673
EquiCredit Corporation/ALA & MISS	Business Corporation	FL
EquiCredit Corporation of AR	Business Corporation	AR
EquiCredit Corporation of AZ	Business Corporation	AZ
EquiCredit Corporation of CT	Business Corporation	CT
EquiCredit Corporation of DC	Business Corporation	DC
EquiCredit Corporation of DE	Business Corporation	DE
EquiCredit Corporation of FL	Business Corporation	FL
EquiCredit Corporation of GA	Business Corporation	GA
EquiCredit Corporation of IA	Business Corporation	IA
EquiCredit Corporation of ID	Business Corporation	ID
EquiCredit Corporation of Illinois	Business Corporation	IL
EquiCredit Corporation of IN	Business Corporation	IN
EquiCredit Corporation of KY	Business Corporation	KY
EquiCredit Corporation of LA	Business Corporation	LA
EquiCredit Corporation of MA	Business Corporation	MA
EquiCredit Corporation of ME	Business Corporation	ME
EquiCredit Corporation of MN	Business Corporation	MN
EquiCredit Corporation of NC	Business Corporation	NC
EquiCredit Corporation of NE	Business Corporation	NE
EquiCredit Corporation of NV	Business Corporation	NV

EquiCredit Corporation of NY	Business Corporation	NY
EquiCredit Corporation of Ohio	Business Corporation	OH
EquiCredit Corporation of OR	Business Corporation	OR
EquiCredit Corporation of SC	Business Corporation	SC
EquiCredit Corporation of TN	Business Corporation	TN
EquiCredit Corporation of UT	Business Corporation	UT
EquiCredit Corporation of VA	Business Corporation	VA
EquiCredit Corporation of VT	Business Corporation	VT
EquiCredit Corporation of WA	Business Corporation	WA
EquiCredit Corporation of WI	Business Corporation	WI
EquiCredit Mortgage Loan Company	Business Corporation	WA
EQCC of TN, Inc.	Business Corporation	TN
OS Securities Corp.	Business Corporation	DE
Rhode Island/EquiCredit Corporation	Business Corporation	RI 85687

- b. The laws of the state under which each entity is organized permit such merger or consolidation.
- c. The full name of the surviving or new entity is NATIONSCREDIT FINANCIAL SERVICES CORPORATION
Which is to be governed by the laws of the state of NORTH CAROLINA
- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. **(Attach Plan of Merger or Consolidation)**
- e. The surviving entity's name has not been amended via the merger.
- f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: 2525 E. John Carpenter Freeway, Suite 1000, Irving, TX 75062.
- g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) November 30, 1999.

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SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

Name of Business Corporation	Total Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
NationsCredit Financial Services Corporation	1000 Common	Common	1000 Common
NationsCredit Consumer Services, Inc.	1000 Common	Common	1000 Common
NationsCredit Finance Group, Inc.	1000 Common	Common	1000 Common
NationsCredit Financial Services Corporation of Alabama	1000 Common	Common	1000 Common
NationsCredit Financial Services Corporation of America	1000 Common	Common	1000 Common
NationsCredit Financial Services Corporation of Florida	1000 Common	Common	1000 Common

NationsCredit Financial Services Corporation of Virginia	1000 Common	Common	1000 Common
NationsCredit Mortgage Corporation of Florida	1000 Common	Common	1000 Common
NationsCredit Home Equity Corporation of Kentucky	1000 Common	Common	1000 Common
NationsCredit Home Equity Corporation of Virginia	1000 Common	Common	1000 Common
NationsCredit Home Equity Services Corporation	100 Common	Common	100 Common
EquiCredit Corporation/ALA & MISS	5,000 Common	Common	5000 Common
EquiCredit Corporation of AR	5000 Common	Common	5000 Common
EquiCredit Corporation of AZ	5000 Common	Common	5000 Common
EquiCredit Corporation of CT	5000 Common	Common	5000 Common
EquiCredit Corporation of DC	5000 Common	Common	5000 Common
EquiCredit Corporation of DE	5000 Common	Common	5000 Common
EquiCredit Corporation of FL	5000 Common	Common	5000 Common
EquiCredit Corporation of GA	20 Common	Common	20 Common
EquiCredit Corporation of IA	5000 Common	Common	5000 Common
EquiCredit Corporation of ID	5000 Common	Common	5000 Common
EquiCredit Corporation of Illinois	5000 Common	Common	5000 Common
EquiCredit Corporation of IN	5000 Common	Common	5000 Common
EquiCredit Corporation of KY	5000 Common	Common	5000 Common
EquiCredit Corporation of LA	5000 Common	Common	5000 Common
EquiCredit Corporation of MA	5000 Common	Common	5000 Common
EquiCredit Corporation of ME	100 Common	Common	100 Common
EquiCredit Corporation of MN	175000 Common	Common	175000 Common
EquiCredit Corporation of NC	10000 Common	Common	10000 Common
EquiCredit Corporation of NE	5002 Common	Common	5002 Common
EquiCredit Corporation of NV	5000 Common	Common	5000 Common
EquiCredit Corporation of NY	5000 Common	Common	5000 Common
EquiCredit Corporation of Ohio	5000 Common	Common	5000 Common
EquiCredit Corporation of OR	5000 Common	Common	5000 Common
EquiCredit Corporation of SC	5000 Common	Common	5000 Common
EquiCredit Corporation of TN	5003 Common	Common	5003 Common
EquiCredit Corporation of UT	5000 Common	Common	5000 Common
EquiCredit Corporation of VA	5000 Common	Common	5000 Common
EquiCredit Corporation of VT	5000 Common	Common	5000 Common
EquiCredit Corporation of WA	5000 Common	Common	5000 Common
EquiCredit Corporation of WI	5000 Common	Common	5000 Common
EquiCredit Mortgage Loan Company	2000 Common	Common	2000 Common
EQCC of TN, Inc.	5000 Common	Common	5000 Common
OS Securities Corp.	100 Common	Common	100 Common
Rhode Island/EquiCredit Corporation	5000 Common	Common	5000 Common

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

Name of Business Corporation	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
NationsCredit Financial Services Corporation	1000	0	Common	1000	0
NationsCredit Consumer Services, Inc.	1000	0	Common	1000	0
NationsCredit Finance Group, Inc.	1000	0	Common	1000	0
NationsCredit Financial Services Corporation of Alabama	1000	0	Common	1000	0
NationsCredit Financial Services Corporation of America	1000	0	Common	1000	0
NationsCredit Financial Services Corporation of Florida	1000	0	Common	1000	0
NationsCredit Financial Services Corporation of Virginia	1000	0	Common	1000	0
NationsCredit Mortgage Corporation of Florida	1000	0	Common	1000	0
NationsCredit Home Equity Corporation of Kentucky	1000	0	Common	1000	0
NationsCredit Home Equity Corporation of Virginia	1000	0	Common	1000	0
NationsCredit Home Equity Services Corporation	100	0	Common	100	0
EquiCredit Corporation/ALA & MISS	5000	0	Common	5000	0
EquiCredit Corporation of AR	5000	0	Common	5000	0
EquiCredit Corporation of AZ	5000	0	Common	5000	0
EquiCredit Corporation of CT	5000	0	Common	5000	0
EquiCredit Corporation of DC	5000	0	Common	5000	0
EquiCredit Corporation of DE	5000	0	Common	5000	0
EquiCredit Corporation of FL	5000	0	Common	5000	0
EquiCredit Corporation of GA	20	0	Common	20	0
EquiCredit Corporation of IA	5000	0	Common	5000	0
EquiCredit Corporation of ID	5000	0	Common	5000	0
EquiCredit Corporation of Illinois	5000	0	Common	5000	0
EquiCredit Corporation of IN	5000	0	Common	5000	0
EquiCredit Corporation of KY	5000	0	Common	5000	0
EquiCredit Corporation of LA	5000	0	Common	5000	0
EquiCredit Corporation of MA	5000	0	Common	5000	0
EquiCredit Corporation of ME	100	0	Common	100	0
EquiCredit Corporation of MN	175000	0	Common	175000	0
EquiCredit Corporation of NC	10000	0	Common	10000	0
EquiCredit Corporation of NE	5002	0	Common	5002	0
EquiCredit Corporation of NV	5000	0	Common	5000	0
EquiCredit Corporation of NY	5000	0	Common	5000	0
EquiCredit Corporation of Ohio	5000	0	Common	5000	0
EquiCredit Corporation of OR	5000	0	Common	5000	0

EquiCredit Corporation of SC	5000	0	Common	5000	0
EquiCredit Corporation of TN	5003	0	Common	5003	0
EquiCredit Corporation of UT	5000	0	Common	5000	0
EquiCredit Corporation of VA	5000	0	Common	5000	0
EquiCredit Corporation of VT	5000	0	Common	5000	0
EquiCredit Corporation of WA	5000	0	Common	5000	0
EquiCredit Corporation of WI	5000	0	Common	5000	0
EquiCredit Mortgage Loan Company	2000	0	Common	2000	0
EQCC of TN, Inc.	5000	0	Common	5000	0
OS Securities Corp.	100	0	Common	100	0
Rhode Island/EquiCredit Corporation	5000	0	Common	5000	0

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>
_____	_____	_____	_____

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on _____

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

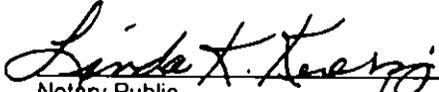
NATIONSCREDIT FINANCIAL SERVICES CORPORATION

By:  James B. Dodd, Vice President
By:  Valerie Alexander, Assistant Secretary

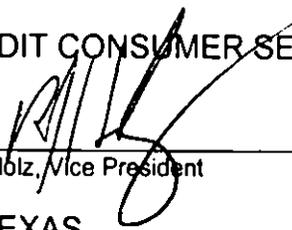
STATE OF FLORIDA
COUNTY OF DUVAL

In Jacksonville, Florida, on this 1st day of October, 1999, before me personally appeared James B. Dodd, who, being duly sworn, declared that he is the Vice President of the above-named entity and that he signed the foregoing document as such authorized agent, and that the statements herein contained are true.

NOTARY PUBLIC - STATE OF FLORIDA
LINDA K. KUERZI
COMMISSION # CC873331
EXPIRES 8/18/2001
BONDED THRU ASA 1-888-NOTARY1

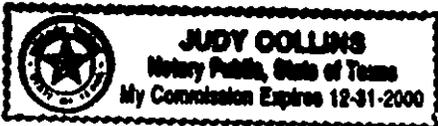

Notary Public
My Commission Expires: 8/19/01

NATIONSCREDIT CONSUMER SERVICES, INC.

By:  Robert J. Holz, Vice President
By:  Sue Grisham, Assistant Secretary

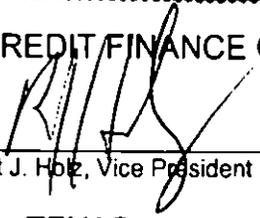
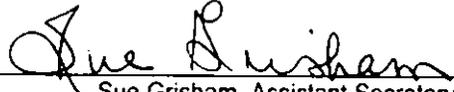
STATE OF TEXAS
COUNTY OF DALLAS

In Irving, Texas, on this 1st day of October, 1999, before me personally appeared Robert J. Holz, who, being duly sworn, declared that he is the President of the above-named entity and that he signed the foregoing document as such authorized agent, and that the statements herein contained are true.


JUDY COLLINS
Notary Public, State of Texas
My Commission Expires 12-31-2000

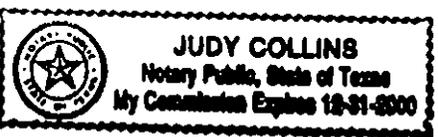

Notary Public
My Commission Expires: 12-31-2000

NATIONSCREDIT FINANCE GROUP, INC.

By:  Robert J. Holz, Vice President
By:  Sue Grisham, Assistant Secretary

STATE OF TEXAS
COUNTY OF DALLAS

In Irving, Texas, on this 1st day of October, 1999, before me personally appeared Robert J. Holz, who, being duly sworn, declared that he is the President of the above-named entity and that he signed the foregoing document as such authorized agent, and that the statements herein contained are true.


JUDY COLLINS
Notary Public, State of Texas
My Commission Expires 12-31-2000


Notary Public
My Commission Expires: 12-31-2000

NATIONSCREDIT FINANCIAL SERVICES CORPORATION OF ALABAMA

By: [Signature] Robert J. Holz, Vice President By: [Signature] Sue Grisham, Assistant Secretary

STATE OF TEXAS
COUNTY OF DALLAS

In Irving, Texas, on this 1st day of October, 1999, before me personally appeared Robert J. Holz, who, being duly sworn, declared that he is the President of the above-named entity and that he signed the foregoing document as such authorized agent, and that the statements herein contained are true.



[Signature]
Notary Public
My Commission Expires: 12-31-2000

NATIONSCREDIT FINANCIAL SERVICES CORPORATION OF AMERICA

By: [Signature] Robert J. Holz, Vice President By: [Signature] Sue Grisham, Assistant Secretary

STATE OF TEXAS
COUNTY OF DALLAS

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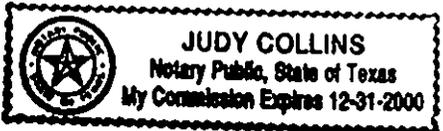
[Signature]
Notary Public
My Commission Expires: 12-31-2000

NATIONSCREDIT FINANCIAL SERVICES CORPORATION OF FLORIDA

By: [Signature] Robert J. Holz, Vice President By: [Signature] Sue Grisham, Assistant Secretary

STATE OF TEXAS
COUNTY OF DALLAS

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[Signature]
Notary Public
My Commission Expires: 12-31-2000

NATIONSCREDIT FINANCIAL SERVICES CORPORATION OF VIRGINIA

By: [Signature]
Robert J. Holz, Vice President

By: [Signature]
Sue Grisham, Assistant Secretary

STATE OF TEXAS
COUNTY OF DALLAS

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[Signature]
Notary Public
My Commission Expires: 12-31-2000

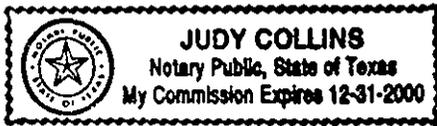
NATIONSCREDIT MORTGAGE CORPORATION OF FLORIDA

By: [Signature]
Robert J. Holz, Vice President

By: [Signature]
Sue Grisham, Assistant Secretary

STATE OF TEXAS
COUNTY OF DALLAS

In Irving, Texas, on this 1st day of October, 1999, before me personally appeared Robert J. Holz, who, being duly sworn, declared that he is the President of the above-named entity and that he signed the foregoing document as such authorized agent, and that the statements herein contained are true.



[Signature]
Notary Public
My Commission Expires: 12-31-2000

NATIONSCREDIT HOME EQUITY CORPORATION OF KENTUCKY

By: [Signature]
Robert J. Holz, Vice President

By: [Signature]
Sue Grisham, Assistant Secretary

STATE OF TEXAS
COUNTY OF DALLAS

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[Signature]
Notary Public
My Commission Expires: 12-31-2000

NATIONSCREDIT HOME EQUITY CORPORATION OF VIRGINIA

By: [Signature]
Robert J. Holz, Vice President

By: [Signature]
Sue Grisham, Assistant Secretary

STATE OF TEXAS
COUNTY OF DALLAS

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[Signature]
Notary Public
My Commission Expires: 12-31-2000

NATIONSCREDIT HOME EQUITY SERVICES CORPORATION

By: [Signature]
Robert J. Holz, Vice President

By: [Signature]
Sue Grisham, Assistant Secretary

STATE OF TEXAS
COUNTY OF DALLAS

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[Signature]
Notary Public
My Commission Expires: 12-31-2000

EQUICREDIT CORPORATION/ALA & MISS

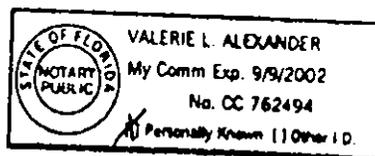
By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary Ann Lucas, Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

In Jacksonville, Florida, on this 1st day of October, 1999, before me personally appeared James B. Dodd, who, being duly sworn, declared that he is the Vice President of the above-named entity and that he signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires: 9/9/2002



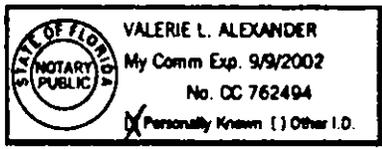
EQUICREDIT CORPORATION OF AR

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary Ann Lucas, Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

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[Signature]
Notary Public
My Commission Expires: 9/9/2002

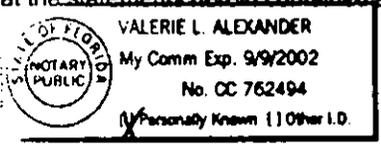
EQUICREDIT CORPORATION OF AZ

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary Ann Lucas, Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

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[Signature]
Notary Public
My Commission Expires: 9/9/2002

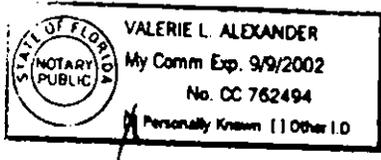
EQUICREDIT CORPORATION OF CT

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary Ann Lucas, Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

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[Signature]
Notary Public
My Commission Expires: 9/9/2002

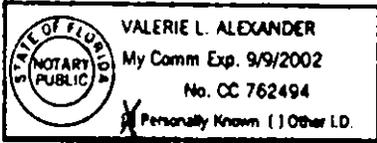
EQUICREDIT CORPORATION OF DC

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary Ann Lucas, Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

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[Signature]
Notary Public
My Commission Expires: 9/9/2002

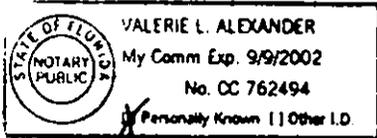
EQUICREDIT CORPORATION OF DE

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary Ann Lucas, Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

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[Signature]
Notary Public
My Commission Expires: 9/9/2002

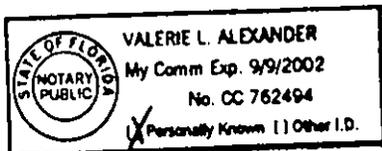
EQUICREDIT CORPORATION OF FL

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary Ann Lucas, Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

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[Signature]
Notary Public
My Commission Expires: 9/9/2002

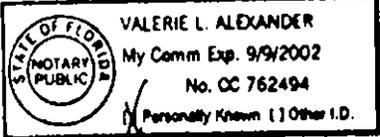
EQUICREDIT CORPORATION OF GA

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary-Ann Lucas, Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

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[Signature]
Valerie L. Alexander
Notary Public
My Commission Expires: 9/9/2002

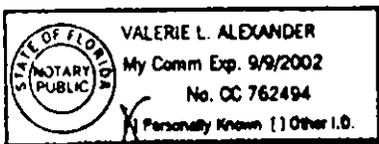
EQUICREDIT CORPORATION OF IA

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary-Ann Lucas, Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

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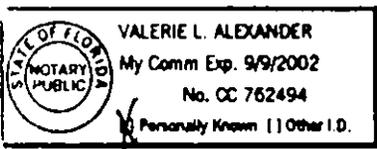
EQUICREDIT CORPORATION OF ID

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary-Ann Lucas, Assistant Secretary

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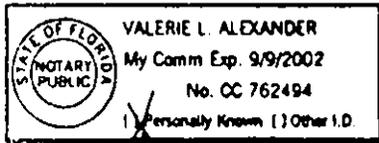
EQUICREDIT CORPORATION OF ILLINOIS

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary-Ann Lucas, Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

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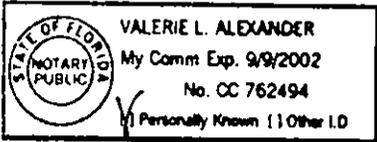
EQUICREDIT CORPORATION OF IN

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary-Ann Lucas, Assistant Secretary

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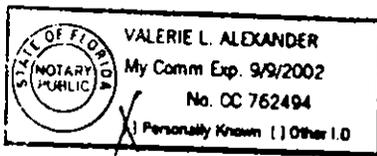
EQUICREDIT CORPORATION OF KY

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary-Ann Lucas, Assistant Secretary

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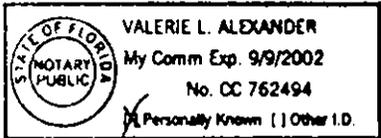
EQUICREDIT CORPORATION OF LA

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary-Ann Lucas, Assistant Secretary

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COUNTY OF DUVAL

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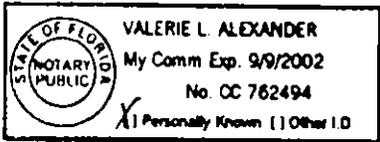
EQUICREDIT CORPORATION OF MA

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary-Ann Lucas, Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

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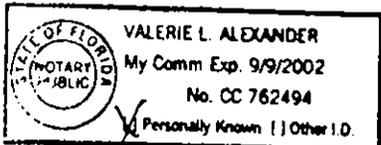
EQUICREDIT CORPORATION OF ME

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary-Ann Lucas, Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

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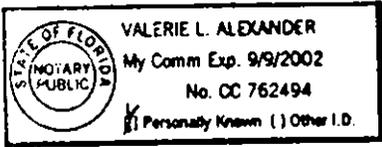
EQUICREDIT CORPORATION OF MN

By: [Signature]
James B. Dodd, Vice President

By: Mary-Ann Lucas
Mary-Ann Lucas, Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

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Notary Public
My Commission Expires: 9/9/2002

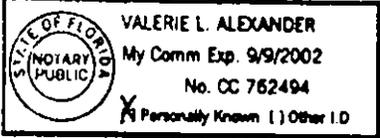
EQUICREDIT CORPORATION OF NC

By: [Signature]
James B. Dodd, Vice President

By: Mary-Ann Lucas
Mary-Ann Lucas, Assistant Secretary

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COUNTY OF DUVAL

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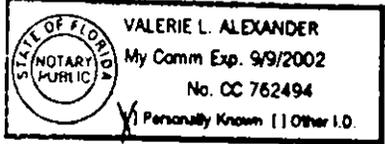
EQUICREDIT CORPORATION OF NE

By: [Signature]
James B. Dodd, Vice President

By: Mary-Ann Lucas
Mary-Ann Lucas, Assistant Secretary

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COUNTY OF DUVAL

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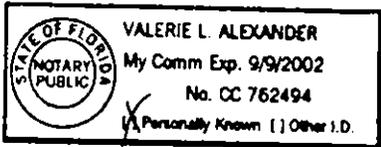
EQUICREDIT CORPORATION OF NV

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary-Ann Lucas, Assistant Secretary

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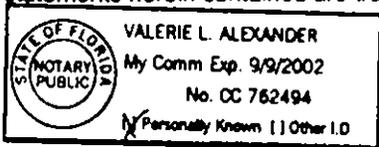
EQUICREDIT CORPORATION OF NY

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary-Ann Lucas, Assistant Secretary

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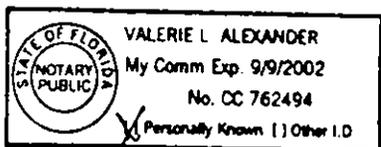
EQUICREDIT CORPORATION OF OHIO

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary-Ann Lucas, Assistant Secretary

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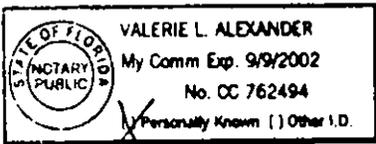
EQUICREDIT CORPORATION OF OR

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
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STATE OF FLORIDA
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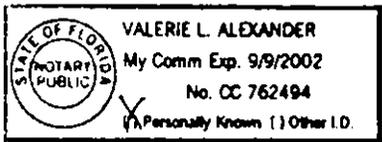
EQUICREDIT CORPORATION OF SC

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary Ann Lucas, Assistant Secretary

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COUNTY OF DUVAL

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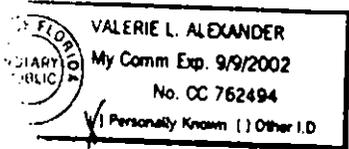
EQUICREDIT CORPORATION OF TN

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary Ann Lucas, Assistant Secretary

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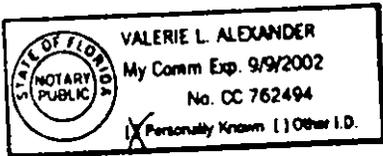
EQUICREDIT CORPORATION OF UT

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary-Ann Lucas, Assistant Secretary

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COUNTY OF DUVAL

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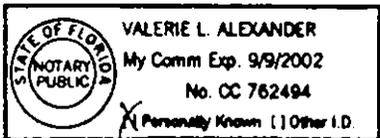
EQUICREDIT CORPORATION OF VA

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary-Ann Lucas, Assistant Secretary

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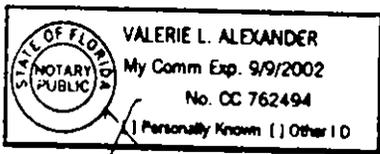
EQUICREDIT CORPORATION OF VT

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary-Ann Lucas, Assistant Secretary

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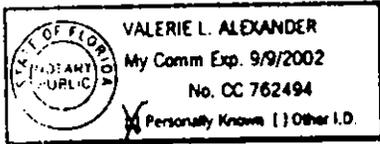
EQUICREDIT CORPORATION OF WA

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary Ann Lucas, Assistant Secretary

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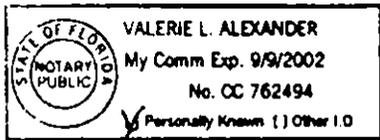
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By: [Signature]
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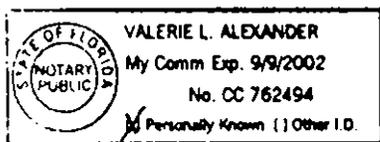
EQUICREDIT MORTGAGE LOAN COMPANY

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary Ann Lucas, Assistant Secretary

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COUNTY OF DUVAL

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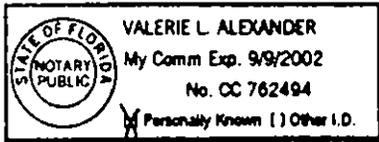
EQCC OF TN, INC.

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary Ann Lucas, Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

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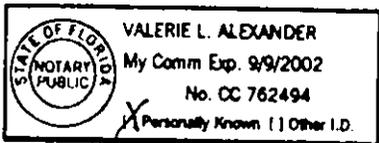
OS SECURITIES CORP.

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary Ann Lucas, Assistant Secretary

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COUNTY OF DUVAL

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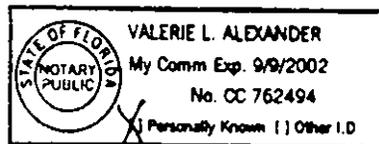
RHODE ISLAND/EQUICREDIT CORPORATION

By: [Signature]
James B. Dodd, Vice President

By: [Signature]
Mary Ann Lucas, Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

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Notary Public
My Commission Expires: 9/9/2002

PLAN OF MERGER

MERGING

NATIONSCREDIT CONSUMER SERVICES, INC.

NATIONSCREDIT FINANCE GROUP, INC.

NATIONSCREDIT FINANCIAL SERVICES CORPORATION OF ALABAMA

NATIONSCREDIT FINANCIAL SERVICES CORPORATION OF AMERICA

NATIONSCREDIT FINANCIAL SERVICES CORPORATION OF FLORIDA

NATIONSCREDIT FINANCIAL SERVICES CORPORATION OF VIRGINIA

NATIONSCREDIT MORTGAGE CORPORATION OF FLORIDA

NATIONSCREDIT HOME EQUITY CORPORATION OF KENTUCKY

NATIONSCREDIT HOME EQUITY CORPORATION OF VIRGINIA

NATIONSCREDIT HOME EQUITY SERVICES CORPORATION

EQUICREDIT CORPORATION/ALA & MISS

EQUICREDIT CORPORATION OF AR

EQUICREDIT CORPORATION OF AZ

EQUICREDIT CORPORATION OF CT

EQUICREDIT CORPORATION OF DC

EQUICREDIT CORPORATION OF DE

EQUICREDIT CORPORATION OF FL

EQUICREDIT CORPORATION OF GA

EQUICREDIT CORPORATION OF IA

EQUICREDIT CORPORATION OF ID

EQUICREDIT CORPORATION OF ILLINOIS

EQUICREDIT CORPORATION OF IN

EQUICREDIT CORPORATION OF KY

EQUICREDIT CORPORATION OF LA

EQUICREDIT CORPORATION OF MA

EQUICREDIT CORPORATION OF ME

EQUICREDIT CORPORATION OF MN

EQUICREDIT CORPORATION OF NC

EQUICREDIT CORPORATION OF NE

EQUICREDIT CORPORATION OF NV

EQUICREDIT CORPORATION OF NY

EQUICREDIT CORPORATION OF OHIO

EQUICREDIT CORPORATION OF OR

EQUICREDIT CORPORATION OF SC

EQUICREDIT CORPORATION OF TN

EQUICREDIT CORPORATION OF UT

EQUICREDIT CORPORATION OF VA

EQUICREDIT CORPORATION OF VT

EQUICREDIT CORPORATION OF WA

EQUICREDIT CORPORATION OF WI

EQUICREDIT MORTGAGE LOAN COMPANY

EQCC OF TN, INC.

OS SECURITIES CORP.

RHODE ISLAND/EQUICREDIT CORPORATION

INTO

NATIONSCREDIT FINANCIAL SERVICES CORPORATION

Pursuant to this Plan of Merger the name of each party to be merged is:

NationsCredit Consumer Services, Inc.	EquiCredit Corporation of KY
NationsCredit Finance Group, Inc.	EquiCredit Corporation of LA
NationsCredit Financial Services Corporation of Alabama	EquiCredit Corporation of MA
NationsCredit Financial Services Corporation of America	EquiCredit Corporation of ME
NationsCredit Financial Services Corporation Florida	EquiCredit Corporation of MN
NationsCredit Financial Services Corporation of Virginia	EquiCredit Corporation of NC
NationsCredit Mortgage Corporation of Florida	EquiCredit Corporation of NE
NationsCredit Home Equity Corporation of Kentucky	EquiCredit Corporation of NV
NationsCredit Home Equity Corporation of Virginia	EquiCredit Corporation of NY
NationsCredit Home Equity Services Corporation	EquiCredit Corporation of Ohio
EquiCredit Corporation/ALA & MISS	EquiCredit Corporation of OR
EquiCredit Corporation of AR	EquiCredit Corporation of SC
EquiCredit Corporation of AZ	EquiCredit Corporation of TN
EquiCredit Corporation of CT	EquiCredit Corporation of UT
EquiCredit Corporation of DC	EquiCredit Corporation of VA
EquiCredit Corporation of DE	EquiCredit Corporation of VT
EquiCredit Corporation of FL	EquiCredit Corporation of WA
EquiCredit Corporation of GA	EquiCredit Corporation of WI
EquiCredit Corporation of LA	EquiCredit Mortgage Loan Company
EquiCredit Corporation of ID	EQCC of TN, Inc.
EquiCredit Corporation of Illinois	OS Securities Corp.
EquiCredit Corporation of IN	Rhode Island/EquiCredit Corporation

(each a "Merging Entity," and together, the "Merging Entities").

The name of the Surviving Entity is:

NationsCredit Financial Services Corporation
A North Carolina corporation

The Merger shall be in accordance with the following terms and conditions:

FIRST: Upon the Merger becoming effective, each of the Merging Entities shall be merged with and into NationsCredit Financial Services Corporation, which shall be the Surviving Entity.

SECOND: The Articles of Incorporation of NationsCredit Financial Services Corporation in effect at the time of the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Entity.

THIRD: The Plan of Merger has been approved by the Directors and Shareholders of each party to the merger, in accordance with the laws of its jurisdiction.

FOURTH: Additional terms and conditions of the Merger are as follows:

(a) The Bylaws of NationsCredit Financial Services Corporation as they shall exist at the time of the Merger shall be and remain the Bylaws of the Surviving Entity until the same shall be altered, amended or repealed as therein provided.

(b) The officers of NationsCredit Financial Services Corporation shall continue in office upon and after the time of the Merger.

(c) The Merger shall become effective on November 30, 1999 or at such other date and time as the officers of the Surviving Entity shall deem appropriate.

FIFTH: The manner of converting the outstanding shares of the capital stock of the constituent corporations is as follows:

(a) Each share of capital stock in NationsCredit Financial Services Corporation issued and outstanding at the time of the Merger shall remain issued and outstanding.

(b) Each share of capital stock of each Merging Entity issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

SIXTH: The constituents of said Merger intend the merger to qualify under the Internal Revenue Code ("IRC") Section 368(a)(1)(A).

SEVENTH: A copy of the Plan of Merger may be reviewed at the offices of the Surviving Entity:

NationsCredit Financial Services Corporation
225 E. John Carpenter Freeway, Suite 1000
Irving, TX 75062

And, upon request, a copy of such Plan of Merger will be provided, at no cost, to any partner, shareholder, or member, or their equivalent, of any party to the Merger.

EIGHTH: The Principal Office of the Surviving Entity shall be:

NationsCredit Financial Services Corporation
225 E. John Carpenter Freeway, Suite 1000
Irving, TX 75062

NINTH: The Registered Agent in North Carolina of the Surviving Entity shall be:

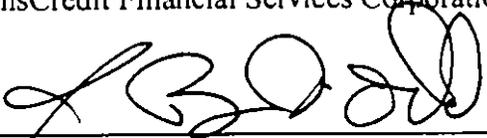
CT Corporation System
225 Hillsborough Street
Raleigh, North Carolina 27603

TENTH: This Plan of Merger may be terminated and abandoned by action of the Board of Directors of the Surviving Entity at any time prior to the effective date of the Plan of Merger. To the extent permitted by applicable law, this Plan of Merger may be amended by action of the Board of Directors of the Merging Entities and the Board of Directors of the Surviving Entity at any time prior to the effective date of the Articles of Merger issued by the Secretary of State of North Carolina.

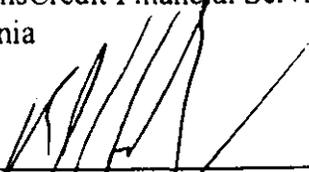
ELEVENTH: This Plan of Merger may be executed in separate counterparts, each of which shall be deemed an original but which when taken together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on this 1ST day of October, 1999.

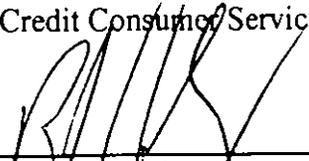
NationsCredit Financial Services Corporation

By: 
James B. Dodd, Vice President

NationsCredit Financial Services Corporation of Virginia

By: 
Robert J. Holz, President

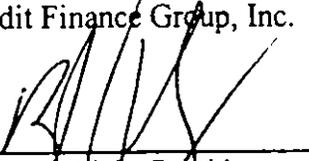
NationsCredit Consumer Services, Inc.

By: 
Robert J. Holz, President

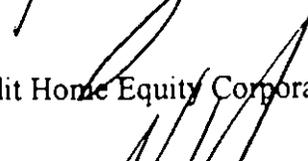
NationsCredit Mortgage Corporation of Florida

By: 
Robert J. Holz, President

NationsCredit Finance Group, Inc.

By: 
Robert J. Holz, President

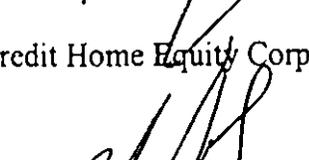
NationsCredit Home Equity Corporation of Kentucky

By: 
Robert J. Holz, President

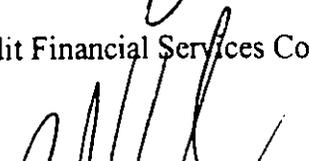
NationsCredit Financial Services Corporation of Alabama

By: 
Robert J. Holz, President

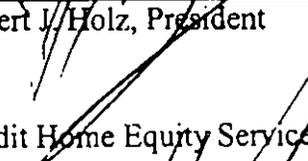
NationsCredit Home Equity Corporation of Virginia

By: 
Robert J. Holz, President

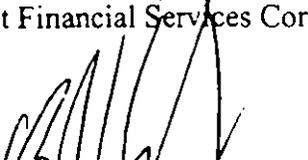
NationsCredit Financial Services Corporation of America

By: 
Robert J. Holz, President

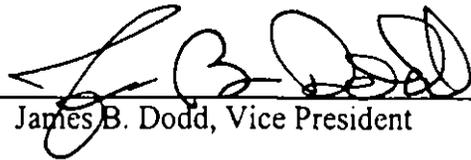
NationsCredit Home Equity Services Corporation

By: 
Robert J. Holz, President

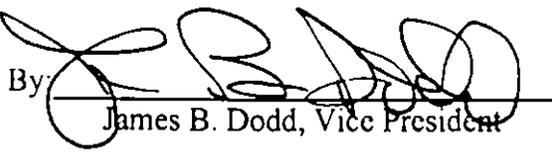
NationsCredit Financial Services Corporation Florida

By: 
Robert J. Holz, President

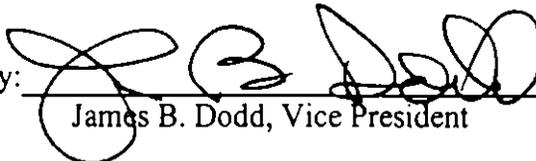
EquiCredit Corporation/ALA & MISS

By: 
James B. Dodd, Vice President

EquiCredit Corporation of FL

By: 
James B. Dodd, Vice President

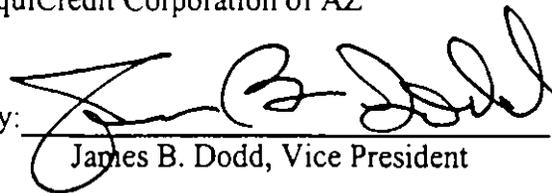
EquiCredit Corporation of AR

By: 
James B. Dodd, Vice President

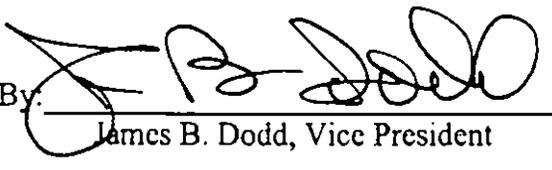
EquiCredit Corporation of GA

By: 
James B. Dodd, Vice President

EquiCredit Corporation of AZ

By: 
James B. Dodd, Vice President

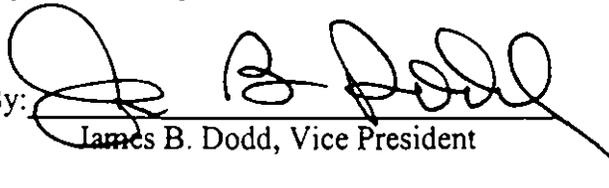
EquiCredit Corporation of IA

By: 
James B. Dodd, Vice President

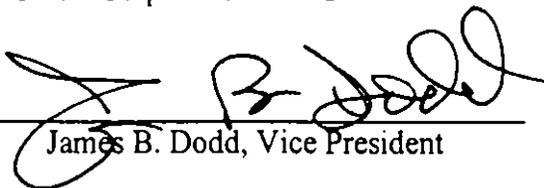
EquiCredit Corporation of CT

By: 
James B. Dodd, Vice President

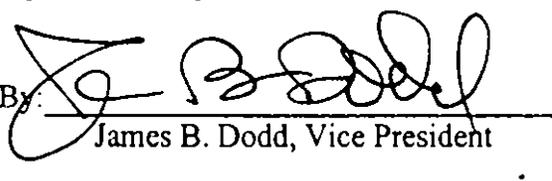
EquiCredit Corporation of ID

By: 
James B. Dodd, Vice President

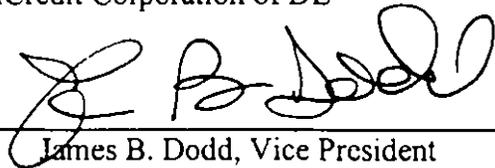
EquiCredit Corporation of DC

By: 
James B. Dodd, Vice President

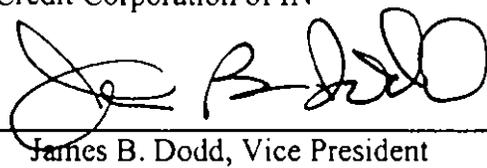
EquiCredit Corporation of Illinois

By: 
James B. Dodd, Vice President

EquiCredit Corporation of DE

By: 
James B. Dodd, Vice President

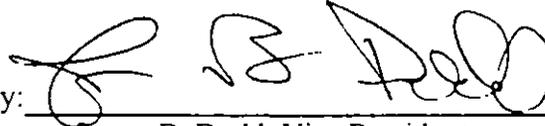
EquiCredit Corporation of IN

By: 
James B. Dodd, Vice President

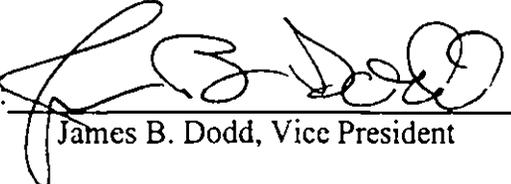
EquiCredit Corporation of KY

By: 
James B. Dodd, Vice President

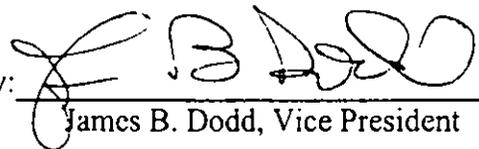
EquiCredit Corporation of NE

By: 
James B. Dodd, Vice President

EquiCredit Corporation of LA

By: 
James B. Dodd, Vice President

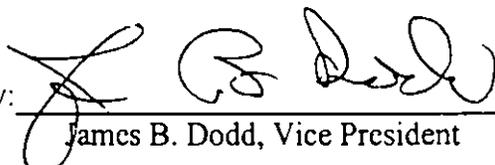
EquiCredit Corporation of NV

By: 
James B. Dodd, Vice President

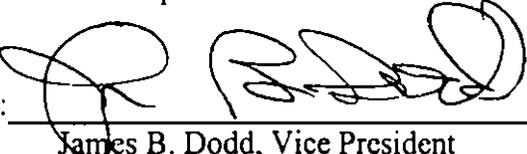
EquiCredit Corporation of MA

By: 
James B. Dodd, Vice President

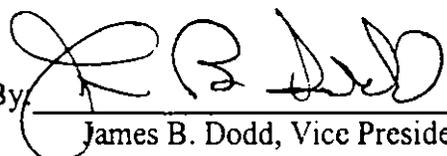
EquiCredit Corporation of NY

By: 
James B. Dodd, Vice President

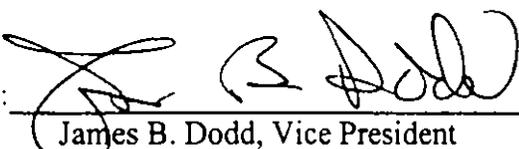
EquiCredit Corporation of ME

By: 
James B. Dodd, Vice President

EquiCredit Corporation of Ohio

By: 
James B. Dodd, Vice President

EquiCredit Corporation of MN

By: 
James B. Dodd, Vice President

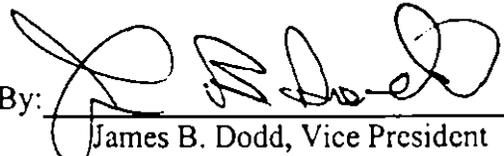
EquiCredit Corporation of OR

By: 
James B. Dodd, Vice President

EquiCredit Corporation of NC

By: 
James B. Dodd, Vice President

EquiCredit Corporation of SC

By: 
James B. Dodd, Vice President

EquiCredit Corporation of TN

By: 
James B. Dodd, Vice President

EquiCredit Mortgage Loan Company

By: 
James B. Dodd, Vice President

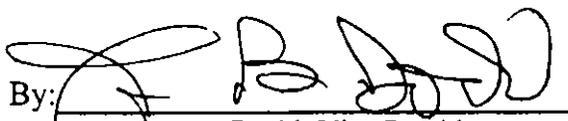
EquiCredit Corporation of UT

By: 
James B. Dodd, Vice President

EQCC of TN, Inc.

By: 
James B. Dodd, Vice President

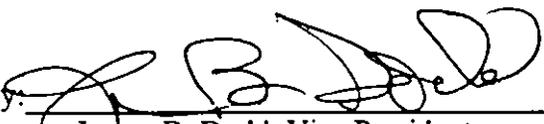
EquiCredit Corporation of VA

By: 
James B. Dodd, Vice President

OS Securities Corp.

By: 
James B. Dodd, Vice President

EquiCredit Corporation of VT

By: 
James B. Dodd, Vice President

Rhode Island/EquiCredit Corporation

By: 
James B. Dodd, Vice President

EquiCredit Corporation of WA

By: 
James B. Dodd, Vice President

EquiCredit Corporation of WI

By: 
James B. Dodd, Vice President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

December 21, 1999

TO WHOM IT MAY CONCERN:

Re: NATIONSCREDIT HOME EQUITY SERVICES CORPORATION

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

A MERGER – CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations

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66, 11 26 11 07 37
66, 11 26 11 07 37



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

November 17, 1999

TO WHOM IT MAY CONCERN:

Re: RHODE ISLAND – EQUICREDIT CORPORATION

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

A MERGER – CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations

NOV 17 1999

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02908-5800