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NO. 713

P. 1

# 845522

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

### WELLS FARGO FINANCIAL LEASING, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$60.00

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*\* Effective 4/15/08 \**

EXAMINER

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*4-15-08*

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**CERTIFICATE OF MERGER**

**FOR**

**WELLS FARGO FINANCIAL LEASING FLORIDA LLC**  
(a Florida limited liability company)

**TO: REGISTRATION SECTION  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE**

The following Certificate of Merger is submitted pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act by the undersigned entities:

1. The constituent entities participating in the merger are as follows:

(a) Wells Fargo Financial Leasing, Inc., an Iowa corporation; and

(b) Wells Fargo Financial Leasing Florida LLC, a Florida limited liability company.

2. The attached plan of merger for merging Wells Fargo Financial Leasing Florida LLC with and into Wells Fargo Financial Leasing, Inc. (the "Plan of Merger") and the performance of its terms has been duly authorized and approved by Wells Fargo Financial Leasing Florida LLC and its sole member in accordance with the applicable provisions of the Florida Limited Liability Company Act and its organizational documents.

3. The Plan of Merger and the performance of its terms has been duly authorized and approved by Wells Fargo Financial Leasing, Inc. in accordance with the applicable provisions of the Iowa Business Corporation Act.

4. The merger between the aforesaid constituent entities shall be effective at 12:01 a.m., Central Daylight Time, on April 15, 2008.

5. The surviving corporation in the merger shall be Wells Fargo Financial Leasing, Inc., which will continue its existence under the name Wells Fargo Financial Leasing, Inc. upon the effective time of said merger pursuant to the provisions of the Iowa Business Corporation Act. The principal office of the surviving corporation in the State of Iowa is located at:

Wells Fargo Financial Leasing, Inc.  
800 Walnut Street  
Des Moines, Iowa 50309

6. Wells Fargo Financial Leasing, Inc., as the surviving corporation, is authorized as a foreign corporation to transact business in the State of Florida.

7. Wells Fargo Financial Leasing, Inc., as the surviving corporation, agrees to pay to any members of Wells Fargo Financial Leasing Florida LLC with appraisal rights the amount to

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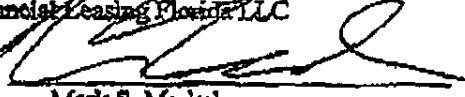
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which such members are entitled under Sections 608-4351-608.43595 of the Florida Limited Liability Company Act.

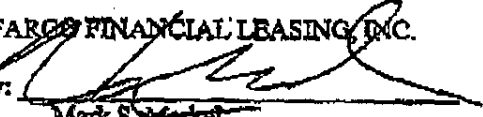
Dated: April 11, 2008,

WELLS FARGO FINANCIAL LEASING FLORIDA LLC

By: WELLS FARGO FINANCIAL LEASING, INC.,  
in its capacity as sole member of Wells Fargo  
Financial Leasing Florida LLC

By:   
Mark S. Merkel  
President

WELLS FARGO FINANCIAL LEASING, INC.

By:   
Mark S. Merkel  
President

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Plan of Merger  
(see attached)

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**PLAN OF MERGER**

This Plan of Merger ("Plan of Merger") dated as of April 11, 2008 is made by and among Wells Fargo Financial Leasing Florida LLC, a Florida limited liability company ("Leasing Florida"), and Wells Fargo Financial Leasing, Inc., an Iowa corporation ("WFF Leasing"). Leasing Florida and WFF Leasing are sometimes collectively referred to as the "Merging Parties" in this Plan of Merger

**RECITALS**

The respective Board of Managers of Leasing Florida and Board of Directors of WFF Leasing deem it to be advisable and in the best interest of their sole member and sole shareholder, respectively, that Leasing Florida be merged with and into WFF Leasing with WFF Leasing surviving and have duly adopted resolutions approving this Plan of Merger.

In consideration of the foregoing recitals and the mutual covenants and agreements herein contained, and for the purpose of prescribing the terms and conditions of the Merger (as defined below), and the manner of carrying the same into effect, the Merging Parties hereto have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

**ARTICLE I**

In accordance with the provisions of this Plan of Merger and the applicable provisions of the Florida Limited Liability Company Act and the Iowa Business Corporation Act, respectively, Leasing Florida shall be merged with and into WFF Leasing with WFF Leasing continuing as the surviving corporation under the Iowa Business Corporation Act (the "Merger").

The name of the surviving corporation shall be "Wells Fargo Financial Leasing, Inc."

**ARTICLE II**

Upon the filing of Articles of Merger with the Iowa Secretary of State and the Certificate of Merger with the Florida Department of State, respectively, the Merger shall become effective at 12:01 a.m., Central Daylight Time, on April 15, 2008 or at such other date and time as may be agreed upon by the parties hereto (the "Effective Time").

**ARTICLE III**

At the Effective Time, by virtue of the Merger, and without any action on the part of the holder of any share of capital stock or unit of membership interest of either of the Merging Parties involved:

- (a) Each unit of membership interest of Leasing Florida issued and outstanding immediately prior to the Effective Time shall be canceled without consideration.
- (b) None of the shares of WFF Leasing common stock, par value \$100 per share, issued and outstanding as of the Effective Time shall be converted as a result of the Merger, but each issued and outstanding share shall continue to represent one issued and outstanding share of the common stock of WFF Leasing, as the surviving corporation.

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ARTICLE IV

The Articles of Incorporation, as amended, of WFF Leasing in effect immediately prior to the Effective Time shall continue in effect as the Articles of Incorporation of WFF Leasing, as the surviving corporation. Such Articles of Incorporation, separate and apart from this Plan of Merger shall be, and may be separately certified as the Articles of Incorporation of WFF Leasing, as the surviving corporation.

ARTICLE V

(a) The Bylaws of WFF Leasing in effect immediately prior to the Effective Time shall continue in effect as the Bylaws of WFF Leasing, as the surviving corporation, until altered, amended, or repealed.

(b) The directors and officers of WFF Leasing immediately prior to the Effective Time shall continue to be the directors and officers of WFF Leasing, as the surviving corporation, to serve, in each case, until their successors shall have been duly elected and shall qualify or until their tenure is otherwise terminated in accordance with the Bylaws of WFF Leasing, as the surviving corporation.

ARTICLE VI

This Plan of Merger may, to the extent permitted by law, be amended or abandoned, at any time prior to the Effective Time, by action taken by the Board of Managers of Leasing Florida and the Board of Directors of WFF Leasing; provided, however, this Plan of Merger may not be amended or abandoned after having been approved by the sole member of Leasing Florida except by a vote or consent of such sole member in accordance with applicable law.

IN WITNESS WHEREOF, the parties hereby execute this Plan of Merger by and through their duly authorized representatives.

WELLS FARGO FINANCIAL LEASING  
FLORIDA LLC, a Florida limited liability company

By: [Signature]  
Reed W. Ramsay  
Manager

WELLS FARGO FINANCIAL LEASING, INC. as  
Iowa corporation

By: [Signature]  
Gary M. Poetting  
Vice President & Secretary

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