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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 301872 5124206

AUTHORIZATION

COST LIMIT : \$ ~~15.00~~

ORDER DATE : August 9, 2006

ORDER TIME : 8:40 AM

ORDER NO. : 301872-005

CUSTOMER NO: 5124206

FILED
06 AUG 10 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

60.00

ARTICLES OF MERGER

SUNPOINT FINANCIAL CORPORATION

INTO

WMB ST. HELENS LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Denise Mick

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
OF
SUNPOINT FINANCIAL CORPORATION
(a Florida corporation)
INTO
WMB ST. HELENS LLC
(a Washington limited liability company)**

FILED
06 AUG 10 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 608.4382, Florida Statutes.

It is hereby certified that:

1. WMB St. Helens LLC (hereinafter sometimes referred to as the ("Surviving Company")) is a Washington limited liability company.
2. The Surviving Company is the owner of all of the outstanding shares of common stock of SunPoint Financial Corporation, a Florida corporation ("SunPoint").
3. The laws of the jurisdiction of organization of SunPoint permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The Surviving Company hereby merges SunPoint with and into the Surviving Company.
6. The Plan of Merger attached hereto as Exhibit A was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.
7. The Plan of Merger was approved by the Surviving Company in accordance with the Washington Corporation Act.
8. The Company's principal place of business shall be c/o Washington Mutual, Attn: Legal Department, 1201 Third Avenue, Mailstop: WMT 1706, Seattle, WA 98101, or such other place as may be determined by the Member.

9. The Surviving Company agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss. 608.4351-608.43595, Florida Statute.

10. The Surviving Company appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each entity that merged into such entity.

[Signatures Follow on Next Page]

DATED as of the 1st day of August, 2006.

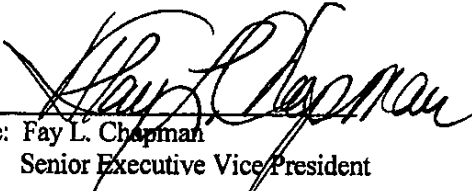
SURVIVING COMPANY:

MERGING CORPORATION:

WMB St. Helens LLC

SunPoint Financial Corporation

By: FA Out-of-State Holdings, Inc.
Its: Sole Member

By: 
Name: Fay L. Chapman
Its: Senior Executive Vice President


By: 
Name: Catharine E. Killien
Its: President

EXHIBIT A
AGREEMENT AND PLAN OF MERGER
OF
WMB ST. HELENS LLC
(a Washington limited liability company)
AND
SUNPOINT FINANCIAL CORPORATION
(a Florida corporation)

AGREEMENT AND PLAN OF MERGER
OF
WMB ST. HELENS LLC
(a Washington limited liability company)
AND
SUNPOINT FINANCIAL CORPORATION
(a Florida corporation)

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into as of the 1st day of August, 2006 between WMB St. Helens LLC, a Washington limited liability company (the "Surviving Company"), and SunPoint Financial Corporation, a Florida corporation (the "Disappearing Company").

The officers and board of directors of the Disappearing Company and the members of the Surviving Company deem it desirable and in the best interests of the parties that the Disappearing Company be merged with and into the Surviving Company (the "Merger"). In consideration of the foregoing, the covenants and conditions set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the parties agree:

1. **Merger; Effectiveness.** The Disappearing Company shall be merged with and into the Surviving Company, pursuant to the applicable provisions of RCW 25.15.400 of the Washington Corporation Act, the provisions of the Florida Business Corporation Act, and in accordance with the terms and conditions of this Plan of Merger. The Surviving Company is the owner of all of the outstanding shares of the Disappearing Company. All of the estate, property, rights, privileges, powers, and franchises of the Disappearing Company shall be vested in and held and enjoyed by the Surviving Company as fully and entirely and without change or diminution as the same were before held and enjoyed by the Disappearing Company in its name. The Surviving Company shall execute the Merger documents prescribed by law in the states of Florida and Washington, which shall incorporate this Plan of Merger, and file the same with the Florida and Washington Secretaries of State. The Merger shall become effective as of the later of the date of filing of the Articles of Merger with the State of Washington or with the State of Florida (the "Effective Time of the Merger").

2. **Principal Office.** The location of the principal office of the Surviving Company is c/o Washington Mutual, Attn: Legal Department, 1201 Third Avenue, Mailstop: WMT 1706, Seattle, WA 98101.

3. **Certificate of Formation.** At the Effective Time of the Merger, the Certificate of Formation of the Surviving Company shall be its Certificate of Formation.

4. **Conversion of Membership Interests.** The issued and outstanding membership interests of the Disappearing Company immediately prior to the Effective Time of the Merger shall not be converted or exchanged in any manner, nor shall any cash or other consideration be paid or delivered for such interests, and all such membership interests issued and outstanding at the Effective Time of the Merger shall be surrendered and extinguished.

5. **Assumption of Obligations of Disappearing Company.** The Surviving Company shall assume all of the obligations of the Disappearing Company, and will be responsible and obligated for all fees and franchise taxes required by the states of Florida and Washington.

6. **Service of Process.** Pursuant to the Florida Business Corporation Act, the Surviving Company agrees that it may be served with process in the State of Florida in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in Florida, which is a party to this merger. The Treasurer of the State of Florida is hereby irrevocably appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the Surviving Company at the address listed above, to enforce against the Surviving Company any obligation of any domestic constituent corporation.

7. **Rights, Duties, Powers, Liabilities, Etc.** At the Effective Time of the Merger, the separate existence of the Disappearing Company shall cease and shall be merged in accordance with the provisions of this Plan of Merger with and into the Surviving Company, which shall possess all the properties and assets, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, and shall be subject to all restrictions, disabilities, duties and liabilities of the Disappearing Company; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; and the title to any real estate or other property, or any interest therein, vested by deed or otherwise in the Disappearing Company, shall be vested in the Surviving Company without reversion or impairment. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against the Disappearing Company, may be prosecuted to judgment or decree as if the Merger had not taken place, and the Surviving Company may be substituted in any such action or proceeding.

[Signatures Follow on Next Page]

The parties hereto have duly executed and delivered this Plan of Merger as of the date first set forth above.

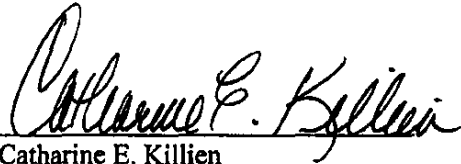
DISAPPEARING COMPANY:

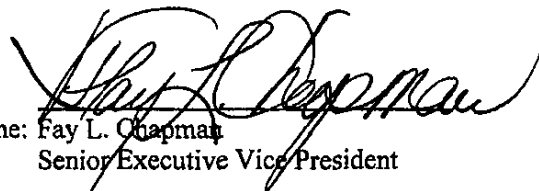
SunPoint Financial Corporation

SURVIVING COMPANY:

WMB St. Helens LLC

By: FA Out-of-State Holdings, Inc.
Its: Sole Member

By: 
Name: Catharine E. Killien
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Name: Fay L. Chapman
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