

LO8000062488

Florida Department of State
Division of Corporations
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From: Account Name : FOLEY & LARDNER
Account Number : 072720000061
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

WSF RECEIVABLES I, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
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EXAMINER

Fax Audit No. H09000144405 3

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Imperial Receivables I, LLC	Florida	LLC

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SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WSF Receivables I, LLC	Florida	LLC

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THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.4359S, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

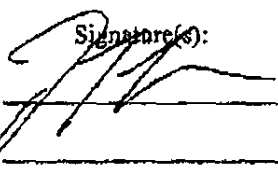
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Imperial Receivables I, LLC		Jonathan Neuman
WSF Receivables I, LLC		Lydie M. Flora

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees: For each Limited Liability Company: \$25.00
 For each Corporation: \$35.00
 For each Limited Partnership: \$52.50
 For each General Partnership: \$25.00
 For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00

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Hodge, Valerie R.

Foley & Lardner LLP

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Imperial Receivables I, LLC		Jonathan Neuman
WSF Receivables I, LLC	<i>Lydia M. Flora</i>	Lydia M. Flora

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees: For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4381, Florida Statutes, is being submitted in accordance with section 608.438, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Imperial Receivables I, LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WSP Receivables I, LLC	Florida	LLC

THIRD: The terms and conditions of the merger are as follows:

The membership interests of the merging entity are extinguished and cancelled. In exchange for the cancellation of its membership interests, the member of Imperial Receivables I, LLC is receiving the merger consideration as provided below in Item Fourth.

The membership interests of the surviving entity are unchanged. The organizational documents of the surviving entity shall continue to govern the surviving entity.

(Attach additional sheet if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The membership interests of the merged entity outstanding immediately prior to execution and delivery of that certain

Agreement and Plan of Merger dated as of June 16, 2009 by and among WSK Receivables I, LLC, a Florida

limited liability company (the Surviving Company), Imperial Receivables I, LLC, a Florida limited liability company

(Target), Washington Square Financial, LLC, a Florida limited liability company (Owner), and Imperial Holdings, LLC,

a Florida limited liability company (Parent) (the "Merger Agreement") shall be converted into the right to receive the

Purchase Price as provided in Section 1.2 of the Merger Agreement. Capitalized terms used herein and not defined

herein shall have the meanings assigned to them in the Merger Agreement.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The membership interest percentages in the surviving entity are unchanged and shall represent the sole ownership

interests in the surviving entity.

(Attach additional sheet if necessary)

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