

L08000062488

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H090002563213)))



H090002563213ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904) 359-2000
Fax Number : (904) 359-8700

****Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.****

Email Address: _____

FILED
09 DEC 11 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

WSF Receivables I, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$58.75

S. HAWKES

DEC 14 2009

EXAMINER

S. HAWKES

JAN 7 2010

Electronic Filing Menu

Corporate Filing Menu

EXAMINER

S. HAWKES

JAN 7 2010

EXAMINER



ATTORNEYS AT LAW
ONE INDEPENDENT DRIVE, SUITE 1300
JACKSONVILLE, FLORIDA 32202-5017
P.O. BOX 240
JACKSONVILLE, FLORIDA 32201-0240
TELEPHONE: 904.359.2000
FACSIMILE: 904.359.8700
WWW.FOLEY.COM

FACSIMILE TRANSMISSION

Total # of Pages (Excluding Cover) 6

To:	850-617-6383
From:	kpeterson@foley.com
Date:	12/11/2009

Delivery Details:

CONFIDENTIALITY NOTICE: THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS INTENDED ONLY FOR THE PERSONAL AND CONFIDENTIAL USE OF THE DESIGNATED RECIPIENTS NAMED ABOVE. THIS MESSAGE MAY BE AN ATTORNEY-CLIENT COMMUNICATION, AND AS SUCH IS PRIVILEGED AND CONFIDENTIAL. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT OR ANY AGENT RESPONSIBLE FOR DELIVERING IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT YOU HAVE RECEIVED THIS DOCUMENT IN ERROR, AND THAT ANY REVIEW, DISSEMINATION, DISTRIBUTION OR COPYING OF THIS MESSAGE IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US BY MAIL. THANK YOU.

Fax Audit No. H09000256321

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

FILED
09 DEC 11 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 II, LLC	Florida	LLC <u>LC9-34463</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 <u>LC8-169488</u>

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.

Fax Audit No. H09000256321

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.608.4351-608.43595, 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: _____

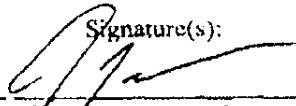
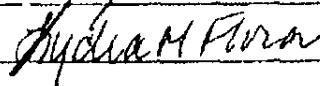
FILED
09 DEC 11 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H09000256321

FILED
09 DEC 11 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 II, LLC		Jonathan Neuman
WSF Receivables I, LLC		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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
--	---------

Fax Audit No. H09000256321

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4281, 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 II, 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>
WSF 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 II, 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)

FILED
09 DEC 11 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H09000256321

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 December ____, 2009 by and among WSF Receivables I, L.L.C., a Florida

limited liability company (the Surviving Company), Imperial Receivables II, L.L.C., a Florida limited liability company

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

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)