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**MERGER OR SHARE EXCHANGE
IMPERIAL SETTLEMENTS FINANCING 2010, LLC**

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EXAMINER

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**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 Annuities, LLC	Florida	LLC L10000005483
Imperial SRC I, LLC	Florida	LLC L10000033310
Imperial SRC IV, LLC	Florida	LLC L10000033307
Imperial Funding I, LLC	Florida	LLC L09000005944
Imperial SRC II, LLC	Florida	LLC L10000032830
Imperial SRC III, LLC	Florida	LLC L10000032827
Imperial Receivables V, LLC	Florida	LLC L10000033305
Imperial Receivables VI, LLC	Florida	LLC L10000032833

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Imperial Settlements Financing 2010, LLC	Georgia	LLC

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 602, Florida Statutes.

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: 11:59 p.m. Eastern Standard Time on February 16, 2011.

EFFECTIVE DATE 2/16/11

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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: 191 Peachtree Street NE, Suite 3381, Atlanta, GA 30303.

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.:

Street Address: 701 Park of Commerce Blvd., Suite 301, Boca Raton, FL 33487

Mailing Address: 701 Park of Commerce Blvd., Suite 301, Boca Raton, FL 33487

(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, F.S.

NINTH: Signature(s) for Each Party:

<u>Name of Entity/Organization</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Imperial Annuities, LLC	<i>Antony Mitchell</i>	Antony Mitchell
Imperial SRC I, LLC	<i>Antony Mitchell</i>	Antony Mitchell
Imperial SRC IV, LLC	<i>Antony Mitchell</i>	Antony Mitchell
Imperial Funding I, LLC	<i>Antony Mitchell</i>	Antony Mitchell
Imperial SRC II, LLC	<i>Antony Mitchell</i>	Antony Mitchell
Imperial SRC III, LLC	<i>Antony Mitchell</i>	Antony Mitchell
Imperial Receivables V, LLC	<i>Antony Mitchell</i>	Antony Mitchell
Imperial Receivables VI, LLC	<i>Antony Mitchell</i>	Antony Mitchell
Imperial Settlements Financing 2010, LLC	<i>Antony Mitchell</i>	Antony Mitchell

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PLAN OF MERGER

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 Annuities, LLC	Florida	LLC
Imperial SRC I, LLC	Florida	LLC
Imperial SRC IV, LLC	Florida	LLC
Imperial Funding I, LLC	Florida	LLC
Imperial SRC II, LLC	Florida	LLC
Imperial SRC III, LLC	Florida	LLC
Imperial Receivables V, LLC	Florida	LLC
Imperial Receivables VI, LLC	Florida	LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Imperial Settlements Financing 2010, LLC	Georgia	LLC

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

The membership interests of each merging entity are extinguished and cancelled. In exchange for the cancellation of its membership interests in each merging entity, Washington Square Financial, LLC, the sole member of each merging entity, 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.

FOURTH:

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

The membership interests of each merged entity outstanding immediately prior to execution and delivery of that certain Agreement and Plan of Merger dated as of February 16, 2011 by and among Imperial Settlements Financing 2010, LLC, a Georgia limited liability company (the Surviving Company), Imperial Annuities, LLC, a Florida limited liability company, Imperial

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SRC I, LLC, a Florida limited liability company, Imperial SRC IV, LLC, a Florida limited liability company, Imperial SRC II, LLC, a Florida limited liability company, Imperial SRC III, LLC, a Florida limited liability company, Imperial Funding I, LLC, a Florida limited liability company, Imperial Receivables V, LLC, a Florida limited liability company, and Imperial Receivables VI, LLC, a Florida limited liability company (each a Target and collectively, the Targets), and Washington Square Financial, LLC, a Georgia limited liability company (the Owner) (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.

B. The manner and basis of converting rights to acquire the interests, share, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other 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.

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