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Corporation(s) Name

Blazer Financial Services, Inc. of Florida
and
BFS Acceptance Corporation
with and into
Washington Mutual Finance, LLC

FILED
00 MAY 22 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Profit Amendment Merger
 Nonprofit

Foreign Dissolution Mark
 LLC Withdrawal

Limited Partnership UBR Other
 Reinstatement Fictitious Name Ch. RA
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TALLAHASSEE FLORIDA

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EFFECTIVE DATE
6/1/00

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194

ARTICLES OF MERGER
Merger Sheet

MERGING:

BLAZER FINANCIAL SERVICES, INC. OF FLORIDA, a Fla. corp., #336164
BFS ACCEPTANCE CORPORATION, a North Carolina corp., #F93000005884

into

WASHINGTON MUTUAL FINANCE, LLC, a Delaware entity M00000000923

File date: May 22, 2000

Corporate Specialist: Lee Rivers

**BLAZER FINANCIAL SERVICES, INC. OF FLORIDA
(FLORIDA)
AND
BFS ACCEPTANCE CORPORATION
(NORTH CAROLINA)
WITH AND INTO
WASHINGTON MUTUAL FINANCE, LLC
(DELAWARE)**

FILED
00 MAY 22 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER
of
BLAZER FINANCIAL SERVICES, INC. OF FLORIDA,
and
BFS ACCEPTANCE CORPORATION
with and into
WASHINGTON MUTUAL FINANCE, LLC

1336164

F93-5884

M-923

The following articles of merger are being submitted in accordance with Section 607.1109 of the Florida 1989 General Corporation Act ("FGCA"):

1. Attached hereto as Exhibit A, and incorporated herein by this reference, is the Plan and Agreement of Merger dated May 19, 2000 ("Plan of Merger"), which sets forth the terms of the merger of Blazer Financial Services, Inc. of Florida, a Florida corporation, BFS Acceptance Corporation, a North Carolina corporation, with and into Washington Mutual Finance, LLC, a Delaware limited liability company.

2. The Plan of Merger was adopted and approved by the board of directors and sole shareholder of Blazer Financial Services, Inc. of Florida in accordance with Sections 607.1103 and 607.1108 of the FGCA.

3. The Plan of Merger was adopted and approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state or jurisdiction under which such other business entity is formed, organized or incorporated.

4. The merger shall be effective at 12:01 a.m. Tampa, Florida time on June 1, 2000.

5. Washington Mutual Finance, LLC, a Delaware limited liability company and the surviving entity, maintains its registered office in the State of Delaware at Corporate Trust Center, 1209 Orange Street, Wilmington, DE and its registered agent at such address is The Corporation Trust Company.

6. Washington Mutual Finance, LLC, the surviving entity, is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.

7. Washington Mutual Finance, LLC, the surviving entity, hereby agrees to promptly pay to the dissenting shareholders of each domestic corporation that is a party to this merger the amount, if any, to which they are entitled under Section 607.1302 of the FGCA.

8. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the limited liability company agreement or the certificate of formation of any limited liability company that is a party to the merger.

9. The articles of merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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EFFECTIVE DATE

6/1/00

FILED
JUN 22 PM 3:08
CLERK OF THE COURT
STATE OF FLORIDA

SIGNATURE PAGE
TO THE
ARTICLES OF MERGER
(Florida)

IN WITNESS WHEREOF, the parties have executed these Articles of Merger this 19th
day of May, 2000.

WASHINGTON MUTUAL FINANCE, LLC
a Delaware limited liability company

By: James R. Garner
James R. Garner
Senior Vice President and Secretary

BLAZER FINANCIAL SERVICES, INC. OF
FLORIDA
a Florida corporation

By: Catherine M. Adams
Catherine M. Adams
Vice President and Assistant Secretary

BFS ACCEPTANCE CORPORATION
a North Carolina corporation

By: Catherine M. Adams
Catherine M. Adams
Vice President and Assistant Secretary

FILED
00 MAY 22 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EXHIBIT A
PLAN AND AGREEMENT OF MERGER

FILED
00 MAY 22 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLAN AND AGREEMENT OF MERGER

AMONG

WASHINGTON MUTUAL FINANCE, LLC
a Delaware limited liability company

AND

BLAZER FINANCIAL SERVICES, INC. OF FLORIDA
a Florida corporation

AND

BFS ACCEPTANCE CORPORATION
a North Carolina corporation

FILED
00 MAY 22 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TABLE OF CONTENTS

	PAGE
ARTICLE 1 CONSTITUENT ENTITIES	1
1.1 WMF.....	1
1.2 Blazer.....	1
1.3 BFS.....	1
ARTICLE 2 TERMS AND CONDITIONS OF THE MERGER.....	2
2.1 Merger.....	2
2.2 Effective Date.....	2
2.3 Consequences of the Merger.....	2
2.4 Cancellation of Shares	2
2.5 Outstanding Units	2
2.6 Limited Liability Company Agreement.....	2
2.7 Management.....	2
2.8 State Filings.....	3
2.9 Tax Consequences.....	3
ARTICLE 3 MISCELLANEOUS	3
3.1 Further Assurance.....	3
3.2 Parties in Interest.....	3
3.3 Amendment.....	3
3.4 Notice.....	3
3.5 Counterparts.....	4
3.6 Governing Law.....	4
3.7 Entire Agreement.....	4
3.8 Titles and Subtitles.....	4
3.9 Severability.....	4

FILED
00 MAY 22 PM 3: 08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Agreement") is made and entered into as of the 19th day of May, 2000, by and among Washington Mutual Finance, LLC, a Delaware limited liability company ("WMF"), Blazer Financial Services, Inc. of Florida, a Florida corporation ("Blazer"), and BFS Acceptance Corporation, a North Carolina corporation ("BFS").

RECITALS

WHEREAS, WMF is authorized to issue membership units ("Units") all of which are owned by Washington Mutual Finance Corporation, a Delaware corporation ("Parent");

WHEREAS, Blazer is authorized to issue Five Thousand (5,000) shares of common stock, par value \$100.00, all of which are issued and outstanding and owned by Blazer Financial Services, Inc., a Florida corporation and a wholly-owned subsidiary of Parent, and Twenty-Seven Thousand Five Hundred (27,500) shares of preferred stock, par value \$100.00, all of which are issued and outstanding and owned by Blazer Financial Services, Inc. (the common stock and preferred stock of Blazer are collectively referred to herein as the "Blazer Shares");

WHEREAS, BFS is authorized to issue One Thousand (1,000) shares of common stock, par value \$1.00, all of which are issued and outstanding and owned by Parent ("BFS Shares") and

WHEREAS, subject to the terms and conditions set forth herein, the parties desire to merge Blazer and BFS with and into WMF.

NOW, THEREFORE, the parties hereby agree as follows:

ARTICLE 1

CONSTITUENT ENTITIES

1.1 WMF. WMF is a limited liability company organized under the laws of the State of Delaware pursuant to the filing of a certificate of formation on April 11, 2000, and which has its principal place of business located at 8900 Grand Oak Circle, Tampa, Florida 33637-1050.

1.2 Blazer. Blazer is a corporation incorporated under the laws of the State of Florida pursuant to the filing of articles of incorporation on October 8, 1968, and which has its principal place of business located at 8900 Grand Oak Circle, Tampa, Florida 33637-1050.

1.3 BFS. BFS is a corporation incorporated under the laws of the State of North Carolina pursuant to the filing of articles of incorporation on February 21, 1983, and which has its principal place of business located at 8900 Grand Oak Circle, Tampa, Florida 33637-1050.

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JAN 22 PM 3:08
SECRETARY OF STATE
FLORIDA

ARTICLE 2

TERMS AND CONDITIONS OF THE MERGER

2.1 Merger. On the Effective Date (as defined herein), Blazer and BFS shall merge with and into WMF in accordance with Section 18-209 of the Delaware Limited Liability Act ("DLLC Act"), Section 607.1108 of the Florida 1989 General Corporate Act ("FGCA"), and Section 55-11-10 of the North Carolina Business Corporation Act ("NCBCA") (the "Merger").

2.2 Effective Date. The Merger shall become effective at the later of (a) 12:01 a.m. Tampa, Florida time on June 1, 2000, or (b) the proper filing in the office of the Delaware Secretary of State in accordance with Section 18-209 of the DLLC Act of a duly executed certificate of merger ("Effective Date").

2.3 Consequences of the Merger. On the Effective Date and as a consequence of the Merger, (i) the separate existence of each of Blazer and BFS shall cease and each shall be merged with and into WMF as the surviving entity; (ii) the identity, existence, name, purposes, franchises, powers, rights and immunities of WMF shall continue unaffected and unimpaired by the Merger; (iii) WMF shall succeed without other transfer, act, or deed, to all the rights and property of each of Blazer and BFS, and shall be subject to all the debts and liabilities of each of Blazer and BFS in the same manner as if WMF had itself incurred them; (iv) all debts, liabilities, and obligations of each of Blazer and BFS continue as debts, liabilities, and obligations of the WMF; and (v) all rights of creditors and liens upon property of each of Blazer and BFS shall be preserved unimpaired and remain enforceable against WMF, provided, however, that liens upon the property of each of Blazer and BFS shall be limited to the property affected by those liens immediately prior to the Effective Date.

2.4 Cancellation of Shares. As of the Effective Date, by virtue of the Merger and without any action on the part of any shareholder or other equity owner of each of Blazer and BFS, each Blazer Share and each BFS Share outstanding immediately prior to the Effective Date shall be cancelled and no equity interest or other consideration shall be issued in exchange therefor.

2.5 Outstanding Units. The outstanding Units of WMF as of the Effective Date shall not be changed or converted as a result of the Merger, but shall remain outstanding and existing as Units of WMF.

2.6 Limited Liability Company Agreement. The Limited Liability Company Agreement ("LLC Agreement") of WMF in effect immediately prior to the Effective Date shall continue to be the LLC Agreement after the Merger unless and until amended as provided therein.

2.7 Management. The management of WMF (as set forth in its LLC Agreement) is vested in a single manager, Washington Mutual Finance Corporation, a Delaware corporation, which has its principal place of business located at 8900 Grand Oak Circle, Tampa, Florida 33637-1050.

2.8 State Filings. Upon the receipt of any required approval of the Blazer, BFS and WMF:

(a) the parties shall file or caused to be filed in the office of the Florida Department of State in accordance with Section 607.1109 of the FGCA, articles of merger in substantially the form attached hereto as Exhibit A;

(b) WMF shall file or caused to be filed in the office of the North Carolina Department of State in accordance with Section 55-11-10(d) of the NCBCA, articles of merger in substantially the form attached hereto as Exhibit B; and

(c) WMF shall file or caused to be filed in the office of the Delaware Secretary of State in accordance with Section 18-209 of the DLLC Act, a certificate of merger in substantially the form attached hereto as Exhibit C.

2.9 Tax Consequences. It is intended by the parties hereto that the Merger shall constitute a distribution of property in "complete liquidation" of a subsidiary within the meaning of Internal Revenue Code Section 332(a). Each party hereby agrees that it shall not take, fail to take or cause to be taken or not taken any action within its control which would preclude the Merger from being treated as a distribution of property in "complete liquidation" of a subsidiary within the meaning of Internal Revenue Code Section 332(a).

ARTICLE 3

MISCELLANEOUS

3.1 Further Assurance. After the Effective Date, Blazer and BFS, through the persons who were their respective officers, directors and shareholders immediately prior to the Merger, shall execute or cause to be executed such further assignments, assurances or other documents as may be necessary or desirable to vest, perfect, or confirm any and all right, title and interest to properties, assets, and rights in WMF.

3.2 Parties in Interest. Nothing in this Agreement is intended to confer any rights or remedies on any persons other than the parties to it and their respective successors and assigns. Nothing in this Agreement is intended to relieve or discharge the obligation or liability of any third persons to any party to this Agreement. No provision of this Agreement shall give any third person any right of subrogation or action over or against any party to this Agreement.

3.3 Amendment. Any term hereof may be amended only with the written consent of each of the WMF, Blazer, and BFS.

3.4 Notice. Unless otherwise provided, any notice required or permitted under this Agreement shall be given in writing and shall be deemed effectively given (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed facsimile or telex if sent during normal business hours of recipient, if not, then on the next business day, (iii) five days after having been sent by registered or certified mail, return receipt requested, postage paid, or (iv) one day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt, addressed to the party to be notified at the address

indicated for such party in Article 1 hereof, or at such other address as such party may designate by ten (10) days advanced written notice to the other parties.

3.5 Counterparts. This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement.

3.6 Governing Law. This Agreement and the legal relations between the parties arising hereunder shall be governed by and construed in accordance with the laws of the State of Delaware.

3.7 Entire Agreement. This Agreement and the documents referred to herein constitute the entire agreement among the parties regarding the matters set forth herein.

3.8 Titles and Subtitles. The titles and subtitles used in this Agreement are used for convenience only and are not to be considered in construing or interpreting this Agreement.

3.9 Severability. If any provision of this Agreement, or the application of such provision to any person or circumstance, is held invalid or unenforceable, the remainder of this Agreement, or the application of such provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby.

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[SIGNATURES ARE ON THE NEXT PAGE]

**SIGNATURE PAGE
FOR THE
PLAN AND AGREEMENT OF MERGER**

IN WITNESS WHEREOF, the parties have executed this **PLAN AND AGREEMENT OF MERGER** as of the date first written above.

WASHINGTON MUTUAL FINANCE, LLC
a Delaware limited liability company

By: James R. Garner
James R. Garner
Senior Vice President and Secretary

BLAZER FINANCIAL SERVICES, INC. OF
FLORIDA
a Florida corporation

By: Catherine M. Adams
Catherine M. Adams
Vice President and Assistant Secretary

BFS ACCEPTANCE CORPORATION
a North Carolina corporation

By: Catherine M. Adams
Catherine M. Adams
Vice President and Assistant Secretary

EXHIBIT A
ARTICLES OF MERGER
(FLORIDA)

ARTICLES OF MERGER
of
BLAZER FINANCIAL SERVICES, INC. OF FLORIDA,
and
BFS ACCEPTANCE CORPORATION
with and into
WASHINGTON MUTUAL FINANCE, LLC

The following articles of merger are being submitted in accordance with Section 607.1109 of the Florida 1989 General Corporation Act ("FGCA"):

1. Attached hereto as Exhibit A, and incorporated herein by this reference, is the Plan and Agreement of Merger dated May __, 2000 ("Plan of Merger"), which sets forth the terms of the merger of Blazer Financial Services, Inc. of Florida, a Florida corporation, BFS Acceptance Corporation, a North Carolina corporation, with and into Washington Mutual Finance, LLC, a Delaware limited liability company.

2. The Plan of Merger was adopted and approved by the board of directors and sole shareholder of Blazer Financial Services, Inc. of Florida in accordance with Sections 607.1103 and 607.1108 of the FGCA.

3. The Plan of Merger was adopted and approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state or jurisdiction under which such other business entity is formed, organized or incorporated.

4. The merger shall be effective at 12:01 a.m. Tampa, Florida time on June 1, 2000.

5. Washington Mutual Finance, LLC, a Delaware limited liability company and the surviving entity, maintains its registered office in the State of Delaware at Corporate Trust Center, 1209 Orange Street, Wilmington, DE and its registered agent at such address is The Corporation Trust Company.

6. Washington Mutual Finance, LLC, the surviving entity, is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.

7. Washington Mutual Finance, LLC, the surviving entity, hereby agrees to promptly pay to the dissenting shareholders of each domestic corporation that is a party to this merger the amount, if any, to which they are entitled under Section 607.1302 of the FGCA.

8. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the limited liability company agreement or the certificate of formation of any limited liability company that is a party to the merger.

9. The articles of merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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SIGNATURE PAGE
TO THE
ARTICLES OF MERGER
(Florida)

IN WITNESS WHEREOF, the parties have executed these Articles of Merger this ____
day of May, 2000.

WASHINGTON MUTUAL FINANCE, LLC
a Delaware limited liability company

By: _____
James R. Garner
Senior Vice President and Secretary

BLAZER FINANCIAL SERVICES, INC. OF
FLORIDA
a Florida corporation

By: _____
Catherine M. Adams
Vice President and Assistant Secretary

BFS ACCEPTANCE CORPORATION
a North Carolina corporation

By: _____
Catherine M. Adams
Vice President and Assistant Secretary

EXHIBIT B
ARTICLES OF MERGER
(NORTH CAROLINA)

ARTICLES OF MERGER
of
BLAZER FINANCIAL SERVICES, INC. OF FLORIDA,
and
BFS ACCEPTANCE CORPORATION
with and into
WASHINGTON MUTUAL FINANCE, LLC

The following articles of merger are being submitted in accordance with Section 55-11-10(d) of the North Carolina Business Corporation Act ("NCBCA"):

1. Attached hereto as Exhibit A, and incorporated herein by this reference, is the Plan and Agreement of Merger dated May __, 2000 ("Plan of Merger"), which sets forth the terms of the merger of Blazer Financial Services, Inc. of Florida, a Florida corporation, BFS Acceptance Corporation, a North Carolina corporation, with and into Washington Mutual Finance, LLC, a Delaware limited liability company.

2. The name of the surviving business entity is "Washington Mutual Finance, LLC", which has its principal place of business located at 8900 Grand Oak Circle, Tampa, Florida 33637-1050.

3. The Plan of Merger was adopted and approved by each business entity that is a party to the merger in accordance with the applicable laws of the state or jurisdiction under which such other business entity is formed, organized or incorporated.

4. The merger shall be effective at 12:01 a.m. Tampa, Florida time on June 1, 2000.

IN WITNESS WHEREOF, Washington Mutual Finance, LLC has caused these Articles of Merger to be signed by an authorized officer this ____ day of May, 2000.

WASHINGTON MUTUAL FINANCE, LLC
a Delaware limited liability company

By: _____

James R. Garner
Senior Vice President and Secretary

EXHIBIT C

CERTIFICATE OF MERGER

(DELAWARE)

CERTIFICATE OF MERGER
of
BLAZER FINANCIAL SERVICES, INC. OF FLORIDA,
and
BFS ACCEPTANCE CORPORATION
with into
WASHINGTON MUTUAL FINANCE, LLC

The undersigned limited liability company organized and existing under and by virtue of the Delaware Limited Liability Act, hereby certifies that:

1. The name and jurisdiction of formation or organization of each of the constituent entities of the merger is as follows:

<i>Name</i>	<i>Jurisdiction of Formation/Organization</i>
Blazer Financial Services, Inc. of Florida	Florida
BFS Acceptance Corporation	North Carolina
Washington Mutual Finance, LLC	Delaware

2. An agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities.

3. The name of the surviving limited liability company of the merger is "Washington Mutual Finance, LLC".

4. The merger shall be effective at 12:01 a.m. Tampa, Florida time on June 1, 2000.

5. The executed agreement of merger is on file at the principal place of business of the surviving limited liability company. The address of the principal place of business of the surviving limited liability company is 8900 Grand Oak Circle, Tampa, FL 33637-1050.

6. A copy of the agreement of merger will be furnished by the surviving limited liability company, on request and without cost, to any stockholder of any constituent corporation or any member of any constituent limited liability company.

IN WITNESS WHEREOF, Washington Mutual Finance, LLC has caused this Certificate of Merger to be signed by an authorized officer this ____ day of May, 2000.

WASHINGTON MUTUAL FINANCE,
a Delaware limited liability company

By: _____
James R. Garner
Senior Vice President and Secretary

SECRETARY OF STATE
DALE HASKINS
FLORIDA
MAY 22 PM 3:08
FILED