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Tallahassee, FL 32301  
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DATE: 5/22

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\*\*\*\*\*70.00 \*\*\*\*\*60.00

Corporation(s) Name

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

- Profit
- Nonprofit
- Foreign
- LLC
- Limited Partnership
- Reinstatement
- UCC  1 or  3
- Amendment
- Dissolution
- Withdrawal
- UBR
- Fictitious Name
- Merger
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- Other
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DEFINITION OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Carol Clark

Thank You!

EFFECTIVE DATE  
6/1/00

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L 29

671

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

BLAZER FINANCIAL SERVICES, INC. a Florida corporation #151167

into

**WASHINGTON MUTUAL FINANCE OF FLORIDA, LLC**, a Delaware entity  
M00000000924

File date: May 22, 2000

Corporate Specialist: Lee Rivers

**BLAZER FINANCIAL SERVICES, INC.  
(FLORIDA)  
WITH AND INTO  
WASHINGTON MUTUAL FINANCE OF  
FLORIDA, LLC  
(DELAWARE)**

**ARTICLES OF MERGER**  
of  
**BLAZER FINANCIAL SERVICES, INC.** 151167  
with and into  
**WASHINGTON MUTUAL FINANCE OF FLORIDA, LLC** M-924

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., a Florida corporation, with and into Washington Mutual Finance of Florida, 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. 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 of Florida, 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 of Florida, 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 of Florida, 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  
00 JUN 22 19  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

SIGNATURE PAGE  
TO THE  
ARTICLES OF MERGER  
(Florida)

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

WASHINGTON MUTUAL FINANCE OF  
FLORIDA, LLC  
a Delaware limited liability company

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

BLAZER FINANCIAL SERVICES, INC.  
a Florida corporation

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

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00 MAY 22 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EXHIBIT A

**PLAN AND AGREEMENT OF MERGER**

**FILED**  
00 MAY 22 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**PLAN AND AGREEMENT OF MERGER**

**BETWEEN**

**WASHINGTON MUTUAL FINANCE OF FLORIDA, LLC**  
a Delaware limited liability company

**AND**

**BLAZER FINANCIAL SERVICES, INC.**  
a Florida corporation

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TALLAHASSEE FLORIDA

**TABLE OF CONTENTS**

	<b>PAGE</b>
<b>ARTICLE 1</b>	
<b>CONSTITUENT ENTITIES .....</b>	<b>1</b>
1.1 WMF.....	1
1.2 Blazer.....	1
<b>ARTICLE 2</b>	
<b>TERMS AND CONDITIONS OF THE MERGER.....</b>	<b>1</b>
2.1 Merger.....	1
2.2 Effective Date.....	1
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.....	2
2.9 Tax Consequences.....	2
<b>ARTICLE 3</b>	
<b>MISCELLANEOUS .....</b>	<b>3</b>
3.1 Further Assurance.....	3
3.2 Parties in Interest.....	3
3.3 Amendment.....	3
3.4 Notice.....	3
3.5 Counterparts.....	3
3.6 Governing Law.....	3
3.7 Entire Agreement.....	3
3.8 Titles and Subtitles.....	3
3.9 Severability.....	3

**FILED**  
00 MAY 22 PM 3:19  
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 19<sup>th</sup> day of May, 2000, by and among Washington Mutual Finance of Florida, LLC, a Delaware limited liability company ("WMF"), and Blazer Financial Services, Inc., a Florida corporation ("Blazer").

### 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 Fifty-Eight Thousand Five Hundred Fifty (58,550) shares of common stock, par value \$100.00, all of which are issued and outstanding and owned by Parent, and Five Thousand Two Hundred (5,200) shares of preferred stock, par value \$100.00, all of which are issued and outstanding and owned by Parent (the common stock and preferred stock are collectively referred to herein as the "Blazer Shares"); and

**WHEREAS**, subject to the terms and conditions set forth herein, the parties desire to merge Blazer 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 10, 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 May 28, 1947, and which has its principal place of business located at 8900 Grand Oak Circle, Tampa, Florida 33637-1050.

### ARTICLE 2

#### TERMS AND CONDITIONS OF THE MERGER

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

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TALLAHASSEE FLORIDA  
SECRETARY OF STATE

2.3 Consequences of the Merger. On the Effective Date and as a consequence of the Merger, (i) the separate existence of Blazer shall cease and Blazer 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 Blazer, and shall be subject to all the debts and liabilities of Blazer in the same manner as if WMF had itself incurred them; (iv) all debts, liabilities, and obligations of Blazer continue as debts, liabilities, and obligations of the WMF; and (v) all rights of creditors and liens upon property of Blazer shall be preserved unimpaired and remain enforceable against WMF, provided, however, that liens upon the property of Blazer 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 Blazer, each Blazer 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 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; and

(b) 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 B.

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, 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 parties hereto.

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.

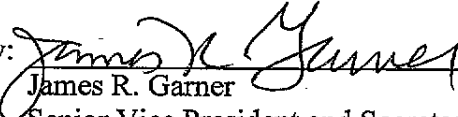
3.8 Titles and Subtitles. The titles and subtitles used in this Agreement are used for convenience only and are not to be considered in construing or interpreting this Agreement.

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.

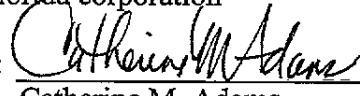
**SIGNATURE PAGE  
FOR THE  
PLAN AND AGREEMENT OF MERGER**

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

WASHINGTON MUTUAL FINANCE OF  
FLORIDA, LLC  
a Delaware limited liability company

By:   
James R. Garner  
Senior Vice President and Secretary

BLAZER FINANCIAL SERVICES, INC.  
a Florida corporation

By:   
Catherine M. Adams  
Vice President and Assistant Secretary

**EXHIBIT A**  
**ARTICLES OF MERGER**  
**(FLORIDA)**

**ARTICLES OF MERGER**  
**of**  
**BLAZER FINANCIAL SERVICES, INC.**  
**with and into**  
**WASHINGTON MUTUAL FINANCE OF FLORIDA, 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., a Florida corporation, with and into Washington Mutual Finance of Florida, 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. 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 of Florida, 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 of Florida, 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 of Florida, 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 OF  
FLORIDA, LLC  
a Delaware limited liability company

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

BLAZER FINANCIAL SERVICES, INC.  
a Florida corporation

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

**EXHIBIT B**  
**CERTIFICATE OF MERGER**  
**(DELAWARE)**

**FILED**  
**00 MAY 22 PM 3:19**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**



**CERTIFICATE OF MERGER**  
of  
**BLAZER FINANCIAL SERVICES, INC.**  
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.	Florida
Washington Mutual Finance of Florida, 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 of Florida, 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 of Florida, LLC has caused this Certificate of Merger to be signed by an authorized officer this \_\_\_\_ day of May, 2000.

WASHINGTON MUTUAL FINANCE OF  
FLORIDA, LLC  
a Delaware limited liability company

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

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MAY 22 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA