

ARTICLES OF MERGER

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FILED EFFECTIVE

Pursuant to the provisions of Section 30-1-1105 (and Section 30-1-1107 if the merger involves a foreign corporation) of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The name of the surviving corporation in the merger is CitiFinancial, Inc., a corporation organized and existing under the laws of the state of Maryland. The name of the non-surviving corporation in the merger is Blazer Financial Services, Inc., a corporation organized and existing under the laws of the state of Idaho.

2. The Plan of Merger is as follows:

*(Insert Plan of Merger)*

3. The Plan of Merger was adopted by the constituent corporations in the following manner:

The approval of the shareholders of each constituent corporation was not required.

4. CitiFinancial, Inc., has complied with the applicable provisions of the laws of the state of Maryland under which it is incorporated, and this merger is permitted by such laws.

Dated: March 29, 2004

CitiFinancial, Inc.

By: Beverly Thurston  
Beverly Thurston, Assistant Secretary

Blazer Financial Services, Inc.

By: Beverly Thurston  
Beverly Thurston, Assistant Secretary

IDAH0 SECRETARY OF STATE  
03/31/2004 05:00  
CK: 91414 CT: 20160 BH: 736529  
1 @ 30.00 = 30.00 MERGER # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

C29045

## **PLAN OF MERGER**

**FIRST:** CitiFinancial, Inc., organized under the laws of the State of Maryland, shall merge with and into and assume the liabilities and obligations of the following corporation:

**Blazer Financial Services, Inc.**  
(a Idaho corporation)

The name of the surviving company is CitiFinancial, Inc..

**SECOND:** All of the equity of CitiFinancial, Inc., the surviving corporation, is owned by CitiFinancial Credit Company (a Delaware corporation). On the effective date of the merger all of the issued and outstanding shares of the merging company, if any, shall be cancelled and no shares of the surviving company shall be issued in exchange therefore.

**THIRD:** The Articles of Incorporation of CitiFinancial, Inc. shall be the Articles of Incorporation of the company surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

**FOURTH:** The officers and directors of the companies who are party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

**FIFTH:** The merger shall be effective on April 1, 2004.