

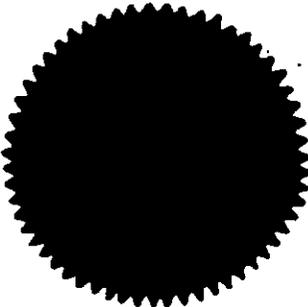


State
of
DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Agreement of Merger of the "BENEFICIAL FINANCE CO. OF COEUR d'ALENE",
"BENEFICIAL FINANCE CO. OF IDAHO FALLS", "BENEFICIAL FINANCE CO. OF JEROME", "BENEFICIAL
FINANCE CO. OF LEWISTON, IDAHO", "BENEFICIAL FINANCE CO. OF MOSCOW", "BENEFICIAL FINANCE
CO. OF NAMPA", "BENEFICIAL FINANCE CO. OF POCATELLO", "BENEFICIAL FINANCE CO. OF RUPERT",
"BENEFICIAL FINANCE CO. OF TWIN FALLS" and "BENEFICIAL FINANCE CO. OF WALLACE", merging
with and into "BENEFICIAL FINANCE CO. OF BOISE", under the name of "BENEFICIAL FINANCE
CO. OF IDAHO", as received and filed in this office the thirteenth day of December,
A.D. 1978, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this thirteenth day
of December in the year of our Lord
one thousand nine hundred and seventy-eight.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

Tom Dunning

Assistant Secretary of State

MERGER

OF

BENEFICIAL FINANCE CO. OF COEUR d'ALENE
BENEFICIAL FINANCE CO. OF IDAHO FALLS
BENEFICIAL FINANCE CO. OF JEROME
BENEFICIAL FINANCE CO. OF LEWISTON, IDAHO
BENEFICIAL FINANCE CO. OF MOSCOW
BENEFICIAL FINANCE CO. OF NAMPA
BENEFICIAL FINANCE CO. OF POCATELLO
BENEFICIAL FINANCE CO. OF RUPERT
BENEFICIAL FINANCE CO. OF TWIN FALLS
BENEFICIAL FINANCE CO. OF WALLACE

(Each Incorporated in the State of Delaware and
Qualified to do Business in the State of Idaho)

INTO

BENEFICIAL FINANCE CO. OF BOISE

(Incorporated in the State of Delaware and
Qualified to do Business in the State of Idaho)

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER (hereinafter called Agreement) by and between:

| <u>Name</u> | <u>Date Incorporated</u> | <u>Authorized</u> | <u>Issued</u> | <u>Par Value</u> |
|--|--------------------------|-------------------|---------------|------------------|
| BENEFICIAL FINANCE CO. OF COEUR d'ALENE | 3/7/62 | 250 | 50 | \$100 |
| BENEFICIAL FINANCE CO. OF IDAHO FALLS | 3/9/62 | 250 | 50 | \$100 |
| BENEFICIAL FINANCE CO. OF JEROME | 12/04/57 | 250 | 50 | \$100 |
| BENEFICIAL FINANCE CO. OF LEWISTON, IDAHO | 5/09/57 | 250 | 50 | \$100 |
| BENEFICIAL FINANCE CO. OF MOSCOW | 5/09/57 | 250 | 50 | \$100 |
| BENEFICIAL FINANCE CO. OF NAMPA | 3/07/62 | 250 | 50 | \$100 |
| BENEFICIAL FINANCE CO. OF POCATELLO | 3/05/46 | 1,000 | 25 | No Par |
| BENEFICIAL FINANCE CO. OF RUPERT | 3/07/62 | 250 | 50 | \$100 |
| BENEFICIAL FINANCE CO. OF TWIN FALLS | 6/04/65 | 250 | 50 | \$100 |
| BENEFICIAL FINANCE CO. OF WALLACE | 9/22/64 | 250 | 50 | \$100 |

corporations of the state of Delaware (hereinafter called Merged Corporations) and BENEFICIAL FINANCE CO. OF BOISE, a corporation of the State of Delaware (hereinafter called Surviving Corporation) having authorized capital stock of 1,000 shares, no par value and 70 shares issued and outstanding.

WITNESSETH:

WHEREAS, both the Merged Corporations and the Surviving Corporation have been duly organized and are existing and in good standing under the laws of the State of Delaware and the registered office and agent in Delaware for each is Southern Trust Company, 1300 Market Street, Wilmington, Delaware 19899; and

WHEREAS, the Merged Corporations and the Surviving Corporation are duly qualified to do business in Idaho in accordance with the laws of that state and the registered office and registered agent in Idaho for each is CT Corporation System, 300 North 6th Street, Boise, Idaho, 83701; and

WHEREAS, all the shares issued and outstanding of the Merged Corporations and the Surviving Corporation are held by Beneficial Corporation, 1300 Market Street, Wilmington, Delaware 19899; and

WHEREAS, the Boards of Directors of each of said corporations deem it advisable and in the best interests of said corporations and their stockholder that the Merged Corporations merge into the Surviving Corporation pursuant to this Agreement and each said corporation desires to merge pursuant to the Agreement.

NOW, THEREFORE, in consideration of the premises and their mutual undertakings pursuant to the Agreement, the Merged Corporations and Surviving Corporation agree that the Merged Corporations shall be merged into Beneficial Finance Co. of Boise, a Delaware corporation, qualified to do business in Idaho and the terms and conditions of the merger hereby agreed upon are as set forth below:

ARTICLE I

Effective Date of Merger

Notwithstanding the prior filing of the Agreement with the Secretary of the State of Delaware, the effective date of the merger shall be midnight, December 31, 1978 at which time the separate existence of the Merged Corporations shall cease and they shall be merged into the Surviving Corporation.

ARTICLE II

Governing Law; Certificate of Incorporation

The Surviving Corporation shall be governed by the laws of the State of Delaware. The Certificate of Incorporation of Beneficial Finance Co. of Boise, as heretofore amended, shall at the date of merger be the Certificate of Incorporation of the Surviving Corporation which Certificate of Incorporation is amended at the effective date of the merger as follows:

Paragraph 1. of said Certificate of Incorporation hereby is amended so that Paragraph 1. hereafter will read as follows:

The name of the corporation is
BENEFICIAL FINANCE CO. OF IDAHO

ARTICLE III

By-Laws

The By-Laws of Beneficial Finance Co. of Boise, as heretofore amended, at the effective date of merger shall be the By-Laws of the Surviving Corporation.

ARTICLE IV

Directors and Officers

The Directors and Officers of Beneficial Finance Co. of Boise at the effective date of merger shall be the Directors and Officers respectively of the Surviving Corporation, holding such directorships and offices in the Surviving Corporation until their respective successors shall be elected and qualified.

ARTICLE V

Mode of Carrying Merger into Effect

The mode of carrying into effect the merger pursuant to this Agreement and the manner and basis of converting the shares of the Merged Corporations are as follows:

- (a) On the effective date of the merger all of the shares of stock of the Merged Corporations shall be cancelled.
- (b) The outstanding shares of Beneficial Finance Co. of Boise, registered in the name of Beneficial Corporation, a Delaware corporation, as set forth in Article VII of this Agreement, shall constitute all the issued and outstanding shares of the Surviving Corporation on the date of merger, which shares shall continue to be registered in the name of said Beneficial Corporation.

ARTICLE VI

Effect of the Merger

At the effective date of the merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public

and a private nature, and be subject to all the restrictions, disabilities and duties of the Merged Corporations, and all the rights, privileges, immunities, powers and franchises of the Merged Corporations and all property, real, personal and mixed, and all debts due to the Merged Corporations on whatever account, for stock subscriptions as well as for all other things in action or belonging to the Merged Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merged Corporations, and the title to any real estate vested by deed or otherwise in the Merged Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of the Merged Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective date of the merger, and all debts, liabilities and duties of the Merged Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

ARTICLE VII

Accounting Matters

The assets and liabilities of the Merged Corporations, as at the date of merger, shall be taken up on the books of the Surviving Corporation at the amounts at which they shall be carried at that time on the books of the Merged Corporations. The amount of issued common stock which shall appear on the books of the Surviving Corporation at the date of merger shall continue to be seventy (70) shares, without par value, with stated capital applicable to them totaling Seven Thousand Dollars (\$7,000). The Paid-in-Surplus Account to be taken up on the books of the Surviving Corporation at the date of merger shall consist of the Common stock account of the Merged Corporations and the Paid-in-Surplus Accounts of the Merged Corporations and the Surviving Corporation at the date of merger. The Retained Earnings Account to be taken up on the books of the Surviving Corporation on the date of merger shall consist of the Retained Earnings of the Merged Corporations and the Surviving Corporation.

ARTICLE VIII

Approval of Shareholders; Filing of Documents

Upon the approval of this Agreement by unanimous consent of the holder of all the issued and outstanding stock of the Merged Corporations and the Surviving Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware, this Agreement shall be filed in conformity with the laws of the State of Delaware and such documents and certificates relating to the merger as may be required by the laws of Idaho, in which the parties to this Agreement have qualified to do business and in which the Surviving Corporation shall continue to do business after the effective date of this merger, shall be filed with the Secretary of State of Idaho.

ARTICLE IX

Employees and Agents

The employees and agents of the Merged Corporations and the Surviving Corporation shall, upon the effective date, be the employees and agents of the Surviving Corporation and shall continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of each of said corporations.

ARTICLE X

Additional Undertakings

The Merged Corporations hereby agree that at any time, or from time to time, as and when requested by the Surviving Corporation, or by its successors and assigns, they will execute and deliver, or cause to be executed and delivered in their name by their last acting officers, or by the corresponding officers of the Surviving Corporation, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other action and give such assurances as the Surviving Corporation, its successors or assigns may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege or franchise or to vest or perfect in or confirm to the Surviving Corporation,

its successors and assigns, title to and possession of all the property, rights, privileges, powers, immunities, franchises and interest referred to in this Article and otherwise to carry out the intent and purposes hereof.

ARTICLE XI

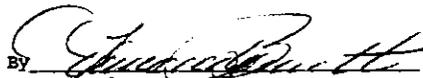
TERMINATION

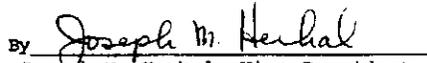
This Agreement may be terminated and abandoned at any time before the effective date of the merger, whether before or after consent to the approval of this Agreement by the holder of all the shares of the Merged Corporations and the Surviving Corporation, by the mutual consent of the Board of Directors of the Merged Corporations and the Surviving Corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective boards of directors, have caused these presents to be executed and attested for on behalf of each of them this 29th day of September 1978.

Attest:

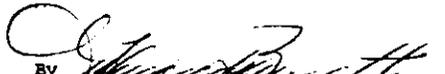
BENEFICIAL FINANCE CO. OF BOISE

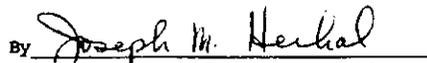
By 
Fernande Bennett, Secretary

By 
Joseph M. Herhal, Vice President

Attest:

BENEFICIAL FINANCE CO. OF COEUR d'ALENE

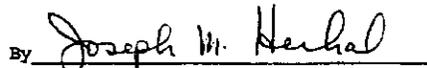
By 
Fernande Bennett, Secretary

By 
Joseph M. Herhal, Vice President

Attest:

BENEFICIAL FINANCE CO. OF IDAHO FALLS

By 
Fernande Bennett, Secretary

By 
Joseph M. Herhal, Vice President

Attest:

BENEFICIAL FINANCE CO. OF JEROME

By 
Fernande Bennett, Secretary

By Joseph M. Herhal
Joseph M. Herhal, Vice President

Attest:

BENEFICIAL FINANCE CO. OF LEWISTON, IDAHO

By 
Fernande Bennett, Secretary

By Joseph M. Herhal
Joseph M. Herhal, Vice President

Attest:

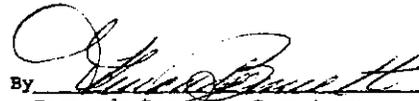
BENEFICIAL FINANCE CO. OF MOSCOW

By 
Fernande Bennett, Secretary

By Joseph M. Herhal
Joseph M. Herhal, Vice President

Attest:

BENEFICIAL FINANCE CO. OF NAMPA

By 
Fernande Bennett, Secretary

By Joseph M. Herhal
Joseph M. Herhal, Vice President

Attest:

BENEFICIAL FINANCE CO. OF POCA TELLO

By 
Fernande Bennett, Secretary

By Joseph M. Herhal
Joseph M. Herhal, Vice President

Attest:

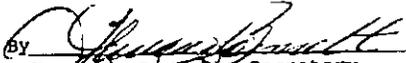
BENEFICIAL FINANCE CO. OF RUPERT

By 
Fernande Bennett, Secretary

By Joseph M. Herhal
Joseph M. Herhal, Vice President

Attest:

BENEFICIAL FINANCE CO. OF TWIN FALLS

By 
Fernande Bennett, Secretary

By Joseph M. Herhal
Joseph M. Herhal, Vice President

Attest:

BENEFICIAL FINANCE CO. OF WALLACE

By 
Fernande Bennett, Secretary

By Joseph M. Herhal
Joseph M. Herhal, Vice President

Undersigned, being the Secretary of each of the corporations party to the foregoing Plan and Agreement of Merger, on this 29th day of September, 1978, does hereby certify that the holder of all the outstanding shares of capital stock of each of such corporations consented in writing to the adoption by each of the corporations of the foregoing Plan and Agreement of Merger in lieu of meetings of Stockholders.


Fernande Bennett, Secretary
BENEFICIAL FINANCE CO. OF BOISE

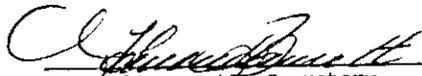

Fernande Bennett, Secretary
BENEFICIAL FINANCE CO. OF COEUR d'ALENE


Fernande Bennett, Secretary
BENEFICIAL FINANCE CO. OF IDAHO FALLS

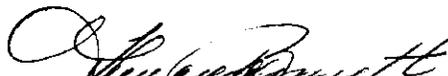

Fernande Bennett, Secretary
BENEFICIAL FINANCE CO. OF JEROME


Fernande Bennett, Secretary
BENEFICIAL FINANCE CO. OF LEWISTON, IDAHO


Fernande Bennett, Secretary
BENEFICIAL FINANCE CO. OF MOSCOW


Fernande Bennett, Secretary
BENEFICIAL FINANCE CO. OF NAMPA


Fernande Bennett, Secretary
BENEFICIAL FINANCE CO. OF POCATELLO


Fernande Bennett, Secretary
BENEFICIAL FINANCE CO. OF RUPERT

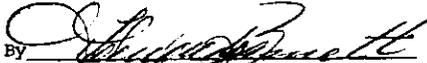

Fernande Bennett, Secretary
BENEFICIAL FINANCE CO. OF TWIN FALLS

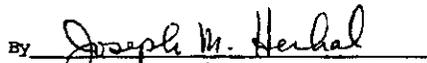

Fernande Bennett, Secretary
BENEFICIAL FINANCE CO. OF WALLACE

The foregoing Plan and Agreement of Merger of the corporations therein named as executed by the parties thereto and as certified with respect to stockholder approval by the Secretary of each of said corporations is hereby executed, attested and delivered by each of said corporations on this 29th day of September, 1978.

Attest:

BENEFICIAL FINANCE CO. OF BOISE

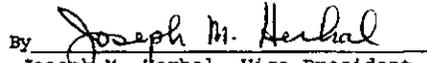
By 
Fernande Bennett, Secretary

By 
Joseph M. Herhal, Vice President

Attest:

BENEFICIAL FINANCE CO. OF COEUR d'ALENE

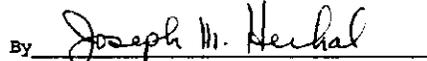
By 
Fernande Bennett, Secretary

By 
Joseph M. Herhal, Vice President

Attest:

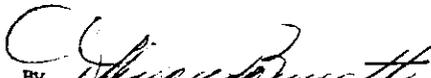
BENEFICIAL FINANCE CO. OF IDAHO FALLS

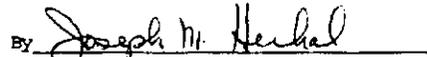
By 
Fernande Bennett, Secretary

By 
Joseph M. Herhal, Vice President

Attest:

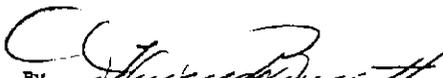
BENEFICIAL FINANCE CO. OF JEROME

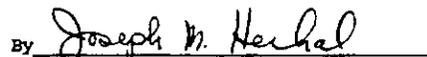
By 
Fernande Bennett, Secretary

By 
Joseph M. Herhal, Vice President

Attest:

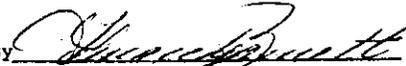
BENEFICIAL FINANCE CO. OF LEWISTON, IDAHO

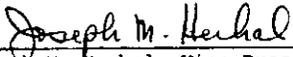
By 
Fernande Bennett, Secretary

By 
Joseph M. Herhal, Vice President

Attest:

BENEFICIAL FINANCE CO. OF MOSCOW

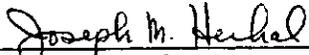
By 
Fernande Bennett, Secretary

By 
Joseph M. Herhal, Vice President

Attest:

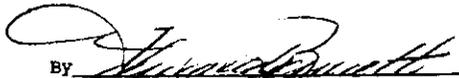
BENEFICIAL FINANCE CO. OF NAMPA

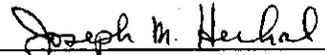
By 
Fernande Bennett, Secretary

By 
Joseph M. Herhal, Vice President

Attest:

BENEFICIAL FINANCE CO. OF POCATELLO

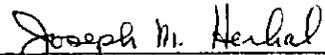
By 
Fernande Bennett, Secretary

By 
Joseph M. Herhal, Vice President

Attest:

BENEFICIAL FINANCE CO. OF RUPERT

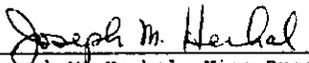
By 
Fernande Bennett, Secretary

By 
Joseph M. Herhal, Vice President

Attest:

BENEFICIAL FINANCE CO. OF TWIN FALLS

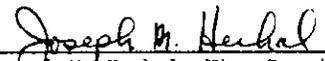
By 
Fernande Bennett, Secretary

By 
Joseph M. Herhal, Vice President

Attest:

BENEFICIAL FINANCE CO. OF WALLACE

By 
Fernande Bennett, Secretary

By 
Joseph M. Herhal, Vice President