

ARTICLES OF MERGER

AGREEMENT

MERGING

Family Finance Corporation
 Family Finance Corporation of Burley
 Family Finance Corporation of Coeur D'Alene
 Family Finance Corporation of Idaho
 Family Finance Corporation of Pocatello

INTO

Family Finance Corporation of Lewiston

AGREEMENT OF MERGER, dated this 19th day of November, 1973, by and between Family Finance Corporation of Lewiston, a corporation organized and existing under and by virtue of the laws of the State of Idaho, party of the first part, and the corporations listed in Schedule I, corporations organized and existing under and by virtue of the laws of the State of Idaho, parties of the second part.

W I T N E S S E T H that:

WHEREAS, the Articles of Incorporation of the constituent corporations were filed in the office of the County Recorder as follows:

<u>Name of Corporation</u>	<u>Date - filed with Sec. of State</u>	<u>Certified Copy Filed with County Recorder in County of:</u>
Family Finance Corporation of Lewiston (Surviving Corporation)	January 21, 1957	ADA
Family Finance Corporation	June 6, 1955	ADA
Family Finance Corporation of Burley	July 26, 1961	ADA
Family Finance Corporation of Coeur D'Alene	June 27, 1961	ADA
Family Finance Corporation of Idaho	February 17, 1956	ADA
Family Finance Corporation of Pocatello	July 26, 1961	ADA

ARTICLE ONE

The Plan of Merger (Exhibit A) is attached and incorporated herein recites the names of the corporations proposing to merge, and the name of the corporation into which they propose to merge, in which is hereinafter designated as the surviving corporation; the terms and conditions of the proposed merger; the manner and basis of conversion of the shares of each merged corporation to shares of the surviving corporation; a statement of the changes in each Certificate of Incorporation of the surviving corporation to be effected by such merger; and other provisions with respect to the proposed merger.

ARTICLE TWO

As to each corporation the number of shares outstanding and the number and designation of the shares of any class entitled to vote as a class are:

Name of Corporation	# of Shares Outstanding	Designation of class ent. to vote as class	# of Shares of such class	Par Value
FAMILY FINANCE CORPORATION OF LEWISTON	100	C	1,250	\$100
(Surviving Corporation)	1,250	P	1,250	\$100
FAMILY FINANCE CORPORATION	100	C	1,250	\$100
	1,250	P	1,250	\$100
FAMILY FINANCE CORPORATION OF BURLEY	100	C	1,250	\$100
	1,250	P	1,250	\$100
FAMILY FINANCE CORPORATION OF COEUR D'ALENE	100	C	1,250	\$100
	1,250	P	1,250	\$100
FAMILY FINANCE CORPORATION OF IDAHO	100	C	1,250	\$100
	1,250	P	1,250	\$100
FAMILY FINANCE CORPORATION OF POCA TELLO	100	C	1,250	\$100
	1,250	P	1,250	\$100

ARTICLE THREE

As to each corporation, the number of shares voted for and against the plan respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan, are:

Name of Corporation	Total Shares Voted For	Total Shares Voted Against	Class	Par Value
FAMILY FINANCE CORPORATION OF LEWISTON	100	0	C	\$100
(Surviving Corporation)	1,250	0	P	\$100
FAMILY FINANCE CORPORATION	100	0	C	\$100
	1,250	0	P	\$100
FAMILY FINANCE CORPORATION OF BURLEY	100	0	C	\$100
	1,250	0	P	\$100
FAMILY FINANCE CORPORATION OF COEUR D'ALENE	100	0	C	\$100
	1,250	0	P	\$100
FAMILY FINANCE CORPORATION OF IDAHO	100	0	C	\$100
	1,250	0	P	\$100
FAMILY FINANCE CORPORATION OF POCA TELLO	100	0	C	\$100
	1,250	0	P	\$100

ARTICLE FOUR

The officers of the surviving corporation shall be a President, a Vice President, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer, and the names and places of residence of the officers of the surviving corporation, who shall hold such offices as are set before their names from and after the date of filing this Agreement of Merger and until the first meeting of the Board of Directors to be held thereafter, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>RESIDENCE</u>
President	William W. Murphy	7400 S.W. 136th Street Miami, Florida 33156
Vice President	Walter F. Emmons	10945 S.W. 63rd Avenue Miami, Florida 33156
Vice President	Mike M. Pappas	3112 Rolling Knoll Dallas, Texas 75234
Treasurer	C. Franklin Meredith	1420 S. Bayshore Drive Miami, Florida 33131



<u>OFFICE</u>	<u>NAME</u>	<u>RESIDENCE</u>
Secretary	Walter F. Emmons	same as above
Asst. Treasurer	Charles W. Ringier	R.D. #2 Longwood Kennett Square, PA
Asst. Secretary	G. Wellington Smith	3586 Main Highway Coconut Grove, Miami, Florida 33133

The first regular meeting of the Board of Directors of the surviving corporation to be held after the date of filing of this Agreement of Merger in the office of the Secretary of State of Idaho may be called or may convene in the manner provided in the by-laws of the surviving corporation and may be held at the time and place specified in the notice of the meeting.


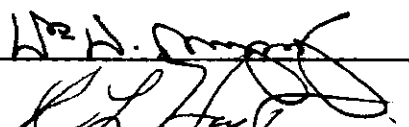
The surviving corporation shall pay all expenses of carrying this Agreement of Merger into effect and of accomplishing the merger.

IN WITNESS WHEREOF, this Agreement of Merger, having been approved by resolution of the Board of Directors of Family Finance Corporation of Lewiston and by resolution of the Board of Directors of those merged corporations as listed in Schedule I, the Directors of each of said corporations do hereby sign this Agreement of Merger.

FAMILY FINANCE CORPORATION OF LEWISTON
(Surviving Corporation)



 A majority of the
Board of Directors

FAMILY FINANCE CORPORATION



 A majority of the
Board of Directors

FAMILY FINANCE CORPORATION OF BURLEY

Walter E. Emme

H. W. Emme

R. L. Emme

A majority of the
Board of Directors

FAMILY FINANCE CORPORATION OF COEUR D'ALENE

Walter E. Emme

H. W. Emme

R. L. Emme

A majority of the
Board of Directors

FAMILY FINANCE CORPORATION OF IDAHO

Walter E. Emme

H. W. Emme

R. L. Emme

A majority of the
Board of Directors

FAMILY FINANCE CORPORATION OF POCA TELLO

Walter E. Emme

H. W. Emme

R. L. Emme

A majority of the
Board of Directors

STATE OF

COUNTY OF

Florida }
Dade }

On the 19th day of November, 1923 before me a Notary Public of the State of Florida, personally appeared Walter F. Emmons, known to me to be the Vice President of Family Finance Corporation of Lewiston, one of the corporations which executed the Agreement of Merger to which this is attached, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Jane Maruti
Notary Public

STATE OF Florida
COUNTY OF Dade

On the 19th day of November, 1973 before me, a Notary Public of the State of Florida, personally appeared Walter F. Emmons, known to me to be the Vice President of the merged corporations as listed in Schedule I, each of which executed the Agreement of Merger to which this is attached, and Acknowledged to me that such corporations executed the same

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

James Nesbitt
Notary Public

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES OCT. 12, 1976
Bonded By American Bankers Insurance Co.

EXHIBIT A
PLAN OF MERGER

SECTION ONE:

Agreement made this 15th day of November, 1973, between Family Finance Corporation of Lewiston (hereinafter called "Family"), a corporation of the State of Idaho and the corporations listed in Schedule I (hereinafter called "Merged Corporations"), all of which are corporations duly organized under the laws of the State of Idaho and having their principal offices at the addresses indicated for each respective corporation as listed in Schedule I.

SECTION TWO:

Whereas, Aristar, Inc. is the record and equitable owner of all of the outstanding shares of the outstanding capital stock of all corporations listed in Section One.

SECTION THREE:

Whereas, each of the corporations, parties hereto, by unanimous action of their respective Board of Directors have determined that it is in the best interest of each of the parties to merge the said corporations into one corporation.

SECTION FOUR:

Whereas, the respective Board of Directors of each of the corporations, parties hereto, by unanimous action have approved this Agreement of Merger.

SECTION FIVE:

Now, therefore, in consideration of the premises and of the mutual agreements, provisions, covenants and grants herein contained, the parties hereto hereby agree in accordance with the provisions of the Idaho Code as follows:

(1) The "Merged Corporations" shall merge into Family, the provisions of the present charter of Family shall remain unchanged, and shall continue as the provisions of the charter of Family, the Surviving Corporation resulting from this merger, except as changed or modified by the terms herein, and it shall be governed by the laws of Idaho. Family shall have the power and authority to engage in any type of business permitted by its charter, as amended.

(2) The capitalization of the Surviving Corporation shall be increased in an amount which shall equal the amount of the issued and outstanding shares of the common and preferred stock of the "Merged Corporations". The terms and provisions governing the rights, restrictions, qualifications and other matters of the said common stock and preferred stock shall be that contained in the present charter of Family as amended.

(3) Immediately following the merger, Family, the Surviving and Continuing corporation, will have outstanding 600 shares of common stock par value \$100 per share and 7,500 shares of preferred stock par value \$100 per share.

(4) Immediately thereafter, the name of the Surviving Corporation shall be changed to Blazer Financial Service, Inc.. The principal place of business of the Surviving Corporation shall remain 312 Main Street, Lewiston, Idaho.

(5) Each of Merged Corporations shall transfer, convey, and assign to Family all of its assets and properties of whatsoever nature and Family shall assume all the liabilities and obligations of whatsoever nature of each of the Merged Corporations.

(6) A fair and careful analysis has been made of the relative value of the business and properties of all parties hereto. After taking into consideration all relevant facts and circumstances, it is agreed the transfer of all of the assets of each of the Merged Corporations subject to all of their liabilities and obligations, which liabilities and obligations Family shall assume in exchange and complete conversion of all the capital stock of each of the Merged Corporations will be fair to the stockholder of each corporation and will represent the true appraisal of the relative value of each of the constituent corporations.

(7) Family shall issue to the sole shareholder of each of the Merged Corporations, at par value, the same number and class of issued and outstanding shares of Family as the sole shareholder held in each Merged Corporation immediately before the merger as itemized in Schedule II, which shares shall be fully paid and non-assessable.

(8) The change in the Articles of Incorporation of Family to be effected by this merger shall be as follows:

(a) The name of the Surviving Corporation shall be changed from Family Finance Corporation of Lewiston to Blazer Financial Services, Inc..

(b) An increase in the authorized capital of \$100 par value preferred stock from 1,250 shares authorized to 7,500 shares authorized.

SECTION SIX

The merger of the Merged Corporations into Family shall be effective on December 31, 1973 and upon the issuance of a Certificate of Merger by the Idaho Secretary of State filed pursuant to Idaho Code and other applicable provisions of the Idaho law and the issuance of any certificates thereof as shall be provided in said statutes. Upon recordation of such documents, Family agrees to assume all the obligations and liabilities of each of Merged Corporations. The separate corporate existence of the Merged Corporations will thereupon end and terminate. Family will call upon the Merged Corporations' sole shareholder to convert its shares in exchange for the assumption of the assets, liabilities and obligations, as aforesaid, and upon the dispatch of such notice, all rights of the shareholder of the Merged Corporations shall cease and terminate.

Thereafter, the Surviving Corporation shall possess all of the rights, privileges, immunities, powers and purposes of the Merged Corporations and Family. All the property, real and personal and mixed, tangible and intangible of each Merged Corporation and all the debts due of whatever kind to it, including subscriptions to shares or other choses in action belonging to it, or as the same shall exist on the effective date of the Merger shall vest in the Surviving Corporation, without further act or deed; and all such property; rights, licenses, privileges, immunities, powers and purposes, and all and every other interest of each of the Merged Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of each of the Merged Corporations and the title to and interest in any real estate vested by deed, lease or otherwise, under the laws of the United States or any states thereof, or of any foreign country, in any of the Constituent Corporations shall not revert or in any way be impaired as provided by applicable law. Except as otherwise specifically set forth in this Agreement, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of each of the Merged Corporations shall continue unaffected and unimpaired by the merger.

SECTION SEVEN:

The Certificate of Incorporation of Family, as amended, and in effect on the Effective Date of the Merger shall be the Certificate of Incorporation of the Surviving Corporation until further amended as provided by law.

SECTION EIGHT:

The By-Laws of Family in effect on the Effective Date of the Merger shall be the By-Laws of the Surviving Corporation as provided by law or as provided therein. Such By-Laws shall be amended, if necessary, to conform with this Agreement and to enable Family to carry out the terms thereof.

SECTION NINE:

Upon the merger becoming effective, the Directors and Officers of the Surviving Corporation shall be the same as for Family prior to the merger.

SECTION TEN:

Prior to the Effective Date of the Merger, each of the Merged Corporations and Family shall take all action as shall be necessary or proper in order to effect the reorganization and merger provided for herein. In case at any time after the Effective Date of the Merger the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action, if necessary or desirable to vest in or conform to the Surviving Corporation, further title to all the properties, contracts, assets, rights, privileges, licenses and franchises of each of the Merged Corporations or to carry out the purposes of or as may be required by this Agreement, the Officers and Directors of the parties shall execute and deliver all such documents and take all such action as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such properties, contracts, assets, rights, privileges and franchises and otherwise to carry out the purposes or as may be required by this Agreement.

SECTION ELEVEN:

The obligations of the parties hereto to consummate and effect the merger shall be subject to the approval by the affirmative vote by all of the issued and outstanding shares of common stock of each of the Merged Corporations and Family, at meetings of the respective shareholders of said corporation in accordance with the applicable law or by written unanimous consent of all the holders of all said shares of each of said corporations

I, Walter F. Emmons, Secretary of all the corporations listed below, which are corporations organized and existing under the laws of the State of Idaho hereby certify, as such Secretary and under the seals of each corporation, that the Plan of Merger to which this certificate is attached, after having been first duly approved by a majority of the directors of each corporation, was submitted to the stockholders of each corporation, at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, after notice given as required by Section 30-133 subd. 6 of the Idaho Code on the 1st day of November, 1973, for the purpose of considering and taking action upon the proposed Plan of Merger, the number of shares listed in Article Three of the Articles of Merger of each corporation are issued and outstanding; that the total number of shares outstanding were represented at said meeting; that the holder of all of the issued and outstanding shares voted by ballot in favor of the approval, and that no shares voted against the approval of the proposed Plan of Merger, the said affirmative vote representing at least two-thirds of the outstanding stock of each corporation, and that thereby the Plan of Merger was at said meeting duly adopted as the act of the stockholders of each corporation on this 15th day of November, 19 73

FAMILY FINANCE CORPORATION OF LEMISTON
(Surviving Corporation)


Secretary

FAMILY FINANCE CORPORATION


Secretary

FAMILY FINANCE CORPORATION OF BURLEY


Secretary

FAMILY FINANCE CORPORATION OF COEUR D'ALENE


Secretary

FAMILY FINANCE CORPORATION OF IDAHO

Walter F. Emma
Secretary

FAMILY FINANCE CORPORATION OF POCA TELLO

Walter F. Emma
Secretary

I, G. Wellington Smith, Assistant Secretary of Family Finance Corporation of Lewiston, hereby certify as such Assistant Secretary and under the seal of said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly approved by resolution of the Board of Directors of Family Finance Corporation of Lewiston and by resolution of the Board of Directors of each of the merged corporations listed in Schedule I, and having been signed by the directors of Family Finance Corporation of Lewiston and by the directors of each of the merged corporations listed in Schedule I, was duly submitted to the shareholders of said Family Finance Corporation of Lewiston at a special meeting of said shareholders was duly adopted pursuant to Section 30-133, subd. 6 of the Idaho Code 1947, by the unanimous written consent of the shareholders holding all the issued to outstanding capital stock listed in Schedule II of the Articles of Merger.

WITNESS my hand and the seal of the said Family Finance Corporation of Lewiston on this 15th day of November, 1973.

(CORPORATE SEAL)

FAMILY FINANCE CORPORATION OF LEWISTON


Assistant Secretary

THIS AGREEMENT OF MERGER, having been approved by resolution of the Board of Directors of Family Finance Corporation of Lewiston, and by resolution of the Board of Directors of each of the merged corporations listed in Schedule I, and having been signed by the directors of Family Finance Corporation of Lewiston, and signed by the directors of each of the merged corporations listed in Schedule I, and thereafter having been approved by the shareholders of Family Finance Corporation of Lewiston at a meeting separately called and held by the affirmative vote of the holders of at least two-thirds of the voting power of the shareholders, and having been approved by the shareholders of all of the merged corporations listed in Schedule I, at a meeting separately called and held, by the affirmative vote of the holders of all of the voting power of the shareholders, the Vice President and Assistant Secretary of Family Finance Corporation of Lewiston, and the Vice President and Assistant Secretary of each of the merged corporations, listed in Schedule I, do now hereby execute this Agreement of Merged under the corporate seal of each of said corporations respectively, by authority of the directors and shareholders of each of said corporations as the act and deed of each of said corporations respectively, on this 15th day of November, 1973.

FAMILY FINANCE CORPORATION OF LEWISTON
(Surviving Corporation)

Walter A. Emma
Vice - President

G. Wellington Smith
Assistant Secretary

FAMILY FINANCE CORPORATION

Walter A. Emma
Vice - President

G. Wellington Smith
Assistant Secretary

FAMILY FINANCE CORPORATION OF BURLEY

Walter A. Emma
Vice - President

G. Wellington Smith
Assistant Secretary

FAMILY FINANCE CORPORATION OF COEUR D'ALENE

Walter F. Emmen
Vice - President

Clarence Smith
Assistant Secretary

FAMILY FINANCE CORPORATION OF IDAHO

Walter F. Emmen
Vice - President

Clarence Smith
Assistant Secretary

FAMILY FINANCE CORPORATION OF POCA TELLO

Walter F. Emmen
Vice - President

Clarence Smith
Assistant Secretary

I, G. Wellington Smith, Assistant Secretary of each of the merged corporations listed in Schedule I, hereby certify, as such Assistant Secretary and under the seal of said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly approved by resolution of the Board of Directors of each of the merged corporations and by resolution of the Board of Directors of Family Finance Corporation of Lewiston, and having been signed by the directors of each of the merged corporations and by the directors of Family Finance Corporation of Lewiston was duly adopted pursuant to Section 30-133, subd. 6 of the Idaho Code 1947, by the unanimous written consent of the shareholders holding all the issued and outstanding capital stock listed in the Article II of the Articles of Merger.

WITNESS my hand and the seal of the said merged corporations as listed in Schedule I on this 15th day of November, 1973.

(CORPORATE SEAL)

FAMILY FINANCE CORPORATION

G. Wellington Smith
Assistant Secretary

FAMILY FINANCE CORPORATION OF BURLEY

G. Wellington Smith
Assistant Secretary

FAMILY FINANCE CORPORATION OF COEUR D'ALENE

G. Wellington Smith
Assistant Secretary

FAMILY FINANCE CORPORATION OF IDAHO

G. Wellington Smith
Assistant Secretary

FAMILY FINANCE CORPORATION OF POCAHELLO

G. Wellington Smith
Assistant Secretary

SCHEDULE I

FAMILY FINANCE CORPORATION OF LEWISTON
(Surviving Corporatin)
543 Main Street
Lewiston, Idaho 83501

FAMILY FINANCE CORPORATION
546 Blue Lakes Boulevard
Lynwood Shopping Center
Twin Falls, Idaho 83301

FAMILY FINANCE CORPORATION OF BURLEY
1243 Oakley Avenue
Burley, Idaho 83318

FAMILY FINANCE CORPORATION OF COEUR D'ALENE
Ground Floor
416-1/2 Sherman Avenue
Coeur d'Alene, Idaho 83814

FAMILY FINANCE CORPORATION OF IDAHO
543 North Capital Avenue
Idaho Falls, Idaho 83401

FAMILY FINANCE CORPORATION OF POCATELLO
144 North Main Street
Pocatello, Idaho 83201

SHAREHOLDER APPROVAL OF A MERGER
(SCHEDULE II)

The undersigned, holder and registered owner of the number of shares of common and preferred stock of Family Finance Corporation of Lewiston and the merged corporations listed below set opposite such respective names, which shares in the aggregate constitute the entire issued and outstanding stock of the Corporation, does hereby consent to the merger of Family Finance Corporation of Lewiston and the merged corporations listed below upon the terms and provisions of the Agreement of Merger dated November 15, 1973.

ARISTAR, INC.

NUMBER OF SHARES

FAMILY FINANCE CORPORATION OF LEWISTON
(Surviving Corporation)

100 - C
1,250 - P

FAMILY FINANCE CORPORATION

100 - C
1,250 - P

FAMILY FINANCE CORPORATION OF BURLEY

100 - C
1,250 - P

FAMILY FINANCE CORPORATION OF COEUR D'ALENE

100 - C
1,250 - P

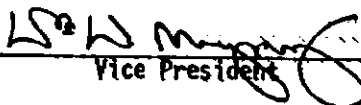
FAMILY FINANCE CORPORATION OF IDAHO

100 - C
1,250 - P

FAMILY FINANCE CORPORATION OF POCA TELLO

100 - C
1,250 - P

ARISTAR, INC.


Vice President

Dated: *November 15, 1973*

CONSENT TO USE THE NAME

BLAZER FINANCIAL SERVICES, INC.

I. To the Secretary of State, State of Idaho:

I, G. Wellington Smith, Assistant Secretary of BLAZER FINANCIAL SERVICES, INC., a corporation organized under and by virtue of the laws of the State of Florida and who has reserved the name BLAZER FINANCIAL SERVICES, INC. in the State of Idaho, hereby certify that at a meeting of the Board of Directors of BLAZER FINANCIAL SERVICES, INC. held on the 15th day of November, 1973, the following Resolution was unanimously adopted:

RESOLVED, that BLAZER FINANCIAL SERVICES, INC. hereby consents to the Amendment to the Articles of Incorporation, under and by virtue of the laws of the State of Idaho whereby FAMILY FINANCE CORPORATION OF LEWISTON will change its name to BLAZER FINANCIAL SERVICES, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation as authorized in said Resolution this 10th day of December, 1973.

By G. Wellington Smith
G. Wellington Smith
Assistant Secretary