

525534

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000155421 3)))



H080001554213ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850)617-6380

From:  
Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850)222-1092  
Fax Number : (850)878-5926

08 JUN 19 PM 3:13  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
2008 JUN 19 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

CHECK EXPRESS, INC.

Certificate of Status	0
Certified Copy	3
Page Count	04
Estimated Charge	\$96.25

Electronic Filing Menu

Corporate Filing Menu

Help

*Merge*

ARTICLES OF MERGER  
OF  
Q.C.&G. FINANCIAL, INC.,  
an Arizona corporation,  
INTO  
CHECK EXPRESS, INC.,  
a Florida corporation

June 18, 2008

In compliance with the requirements of the Florida Business Corporation Act (the "Act") and in accordance with the laws of any other applicable jurisdiction of incorporation, pursuant to Section 607.1105 of the Act, the undersigned corporations desire to effect a merger (the "Merger"), and acting by their duly authorized officers, hereby set forth the following facts:

**First:** The name and jurisdiction of the surviving corporation are Check Express, Inc. ("Check Express") first organized, formed or incorporated under the laws of Florida. The name and address of Check Express' registered agent are CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

**Second:** The name and jurisdiction of the merging corporation are Q.C.&G. Financial, Inc. ("Q.C.&G.") first organized, formed or incorporated under the laws of Arizona.

**Third:** The Plan of Merger (the "Plan of Merger") by and between Check Express and Q.C.&G. is attached.

**Fourth:** The Merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

**Fifth:** The Plan of Merger was adopted by the sole shareholder of Check Express on June 18, 2008.

**Sixth:** The Plan of Merger was adopted by the sole shareholder of Q.C.&G. on June 18, 2008.

\*\*\*\*\*

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

FILED  
08 JUN 19 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each of Check Express and Q.C.&G. has caused these Articles of Merger to be executed as of the date first written above.

CHECK EXPRESS, INC.

By: 

Jay B. Shipowitz  
Chief Executive Officer and President

Q.C.&G. FINANCIAL, INC.

By: 

Ted M. Eades  
Vice President and Secretary

**PLAN OF MERGER**

**OF**

**Q.C.&G. FINANCIAL, INC.,**  
an Arizona corporation,

**INTO**

**CHECK EXPRESS, INC.,**  
a Florida corporation

June 18, 2008

The following plan of merger is submitted in compliance with section 607.1101 of the Florida Business Corporation Act (the "Act") and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the surviving corporation is Check Express, Inc. ("Check Express") first organized, formed or incorporated under the laws of Florida.
2. The name and jurisdiction of the merging corporation is Q.C.&G. Financial, Inc. ("Q.C.&G.") first organized, formed or incorporated under the laws of Arizona.
3. As of the date on which the Articles of Merger are filed with the Secretary of State of the State of Florida, Q.C.&G. shall be merged (the "Merger") with and into Check Express, and the separate existence of Q.C.&G. shall cease and Check Express shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the State of Florida.
4. Each share of capital stock of Q.C.&G. issued and outstanding prior to the Merger shall, by virtue of the Merger and without any action on the part of Check Express or Q.C.&G., be automatically converted into an equivalent number of shares of capital stock of Check Express simultaneously with the effectiveness of the Merger.

\* \* \* \* \*

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]