

02/18/2005 09:05 FAX 4048153508

Division of Corporations

SMITH, GAMBRELL, RUSSELL

01

Page of 1

L05000016131

FILED

Florida Department of State
Division of Corporations
Public Access System

2005 FEB 18 A 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

((H05000041892 3)))

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)205-0380

From:

Account Name : SMITH, GAMBRELL & RUSSELL LLP
Account Number : I20020000143
Phone : (404)815-3538
Fax Number : (904)598-6300

RECEIVED

05 FEB 18 AM 9:17

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

FAST PAYDAY HOLDINGS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$87.50

AL

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED

2005 FEB 18 A 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street AddressJurisdictionEntity Type

1. Fast Payday Holding Company
301 Yamato Road, Suite 3101
Boca Raton, Florida 33431

Georgia

Corporation

Florida Document/Registration Number: _____

FEI Number: _____

2. Fast Payday Holdings, LLC

Florida

LLC

301 Yamato Road, Suite 3101
Boca Raton, Florida 33431

Florida Document/Registration Number: L05000018131

FEI Number: _____

3. _____

Florida Document/Registration Number: _____

FEI Number: _____

4. _____

Florida Document/Registration Number: _____

FEI Number: _____

(Attach additional sheet(s) if necessary)

FILED

2005 FEB 18 A 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address

Fast Payday Holdings, LLC

301 Yamato Road, Suite 3101

Boca Raton, Florida 33431

Jurisdiction

Florida

Entity Type

LLC

Florida Document/Registration Number: L05000016131

FEI Number:

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

Feb 17 05 05:59p

FILED P.2

2005 FEB 18 A 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

February 18, 2005

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

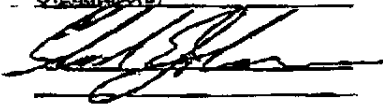
(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

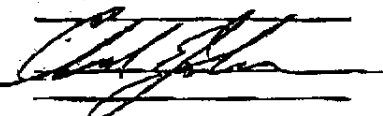
Typed or Printed Name of Individual

Fast Payday Holdings, LLC



Charles E. Johnson

Fast Payday Holding Company



Charles E. Johnson

(Attach additional sheet(s) if necessary)

FILED

PLAN OF MERGER

2005 FEB 18 A 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Fast Payday Holding Company (the "Corporation")	Georgia
Fast Payday Holdings, LLC (the "LLC")	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Fast Payday Holdings, LLC (the "Surviving Company")	Florida

THIRD: The terms and conditions of the merger are as follows:

The terms and conditions of the merger are as set forth in Exhibit A attached hereto.

(Attach additional sheet(s) if necessary)

FILED

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The terms and conditions of the merger are as set forth in Exhibit A attached hereto.

2005 FEB 18 A 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- B. The manner and basis of converting ~~rights to acquire~~ interests, shares, obligations or other securities of each merged party into ~~rights to acquire~~ interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not applicable

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

Not Applicable

If General Partner is a Non-Individual,

Florida Document/Registration Number

FILED

2005 FEB 18 A 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Charles E. Johnson, Manager
301 Yamato Road
Suite 3101
Boca Raton, Florida 33431

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None other than as provided in this Plan of Merger

EIGHTH: Other provisions, if any, relating to the merger:

The terms and conditions of the merger are as set forth in Exhibit A attached hereto.

(Attach additional sheet(s) if necessary)

Exhibit A
AGREEMENT AND PLAN OF MERGER

FILED

2005 FEB 18 A 9:52

THIS AGREEMENT AND PLAN OF MERGER dated this 18th day of February, 2005 (the "Agreement") is between FAST PAYDAY HOLDING COMPANY, a Georgia corporation (the "Corporation"), and FAST PAYDAY HOLDINGS, LLC, a Florida limited liability company (the "LLC"). The Corporation and the LLC are sometimes hereinafter collectively referred to as the "Constituent Companies."

RECITALS:

WHEREAS, the board of directors and the shareholders of the Corporation have determined that it is advisable and in the best interests of the Corporation that the Corporation merge with the LLC upon the terms and subject to the conditions set forth herein; and

WHEREAS, the sole member of the LLC has determined that it is advisable and in the best interests of the LLC that the Corporation merge with the LLC upon the terms and subject to the conditions set forth herein; and

WHEREAS, in furtherance of such merger, the Corporation and the LLC wish to enter into this Agreement;

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the Corporation and the LLC hereby agree as follows:

ARTICLE I

THE MERGER

1.01 Merger. In accordance with the provisions of this Agreement, Section 14-2-1109 of the Georgia Business Corporation Code (the "Code") and Section 608.438 of the Florida Limited Liability Company Act (the "Act"), the Corporation shall merge with the LLC (the "Merger"), and the surviving consolidated entity shall be known as FAST PAYDAY HOLDINGS, LLC (the "Surviving Company").

1.02 Filing and Effectiveness. The Merger shall become effective as of 12:01 a.m. on February 18, 2005. Promptly following the execution of this Agreement, the Surviving Company shall cause the Merger to be consummated by filing (i) articles of merger (the "Florida Articles of Merger") with the Department of State of the State of Florida pursuant to Section 608.4382 of the Act and (ii) a certificate of merger (the "Georgia Certificate of Merger") with the Secretary of State of the State of Georgia pursuant to Section 14-2-1105 of the Code. The date and time when the Merger shall become effective, as aforesaid, is herein referred to as the "Effective Date of the Merger."

1.03 *Effect of the Merger.* On the Effective Date of the Merger, the Corporation shall be merged and consolidated with the LLC, and the Surviving Company (i) shall succeed to, without other transfer, and possess all of the assets, rights, powers and property of the Constituent Companies as constituted immediately prior to the Effective Date of the Merger; (ii) shall be subject to all actions previously taken by the Corporation's board of directors and the LLC's manager; and (iii) shall succeed, without other transfer, and be subject to all of the debts, liabilities and obligations of the Constituent Companies as constituted immediately prior to the Effective Date of the Merger.

ARTICLE II

CHARTER DOCUMENTS

2.01 *Articles of Organization.* The Articles of Organization of the LLC as in effect immediately prior to the Effective Date of the Merger shall be the Articles of Organization of the Surviving Company and shall be in full force and effect until duly amended in accordance with the provisions thereof and applicable law.

2.02 *Operating Declaration.* The Operating Declaration of the LLC as in effect, and if applicable, immediately prior to the Effective Date of the Merger, shall be the Operating Declaration of the Surviving Company and shall be in full force and effect until duly amended in accordance with the provisions thereof and applicable law.

ARTICLE III

EFFECT ON OWNERSHIP

On the Effective Date of the Merger, by virtue of the Merger and without any further action on the part of the holders thereof, all of the shares of common stock of the Corporation outstanding immediately prior to the Effective Date of the Merger shall be canceled and retired and shall cease to exist. The Merger will have no effect on the membership interest of the LLC owned of record on the Effective Date of the Merger and such interest shall be the membership interest of the Surviving Company.

ARTICLE IV

GENERAL PROVISIONS

4.01 *Further Assurances.* From time to time, as and when required by the Surviving Company or by its successors or assigns, there shall be executed and delivered on behalf of the Constituent Companies such deeds and other instruments, and there shall be taken or caused to be taken by them such further and other actions as shall be appropriate or necessary in order to vest or perfect in or confirm of record or otherwise by the Surviving Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Constituent Companies and otherwise to carry out the purposes of this Agreement, and the manager of the Surviving Company is fully authorized in the name and on

behalf of the Constituent Companies or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.03 *Abandonment.* At any time before the filing of the Articles of Merger with the Department of State of the State of Florida, this Agreement may be terminated, and the Merger may be abandoned for any reason whatsoever by the board of directors of the Company (in any case may be) of the Constituent Companies.

4.04 *Governing Law.* This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Georgia.

4.05 *Counterparts.* In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

[SIGNATURES ON THE NEXT PAGE]

02/18/2005 09:08 FAX 4048153509

SMITH, GAMBRELL, RUSSELL

0011

FILED

IN WITNESS WHEREOF, each party hereto has caused this Agreement to be duly
executed as of the day and year first written above.

2005 FEB 18 A 9:52

FAST PAYDAY HOLDING COMPANY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: 

Name: Charles E. Johnson

Title: President

FAST PAYDAY HOLDINGS, LLC

By: 

Name: Charles E. Johnson

Title: Manager