

L67881
SPEEDEE CASH

SPEEDEE CASH MANAGEMENT COMPANY, INC.

P.O. Box 535
Crestview, Florida 32536
904-682-0475 Fax: 904-682-0930

Sandra B. Mortham
Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL. 32314

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-03/17/97--01138--007
*****70.00 *****70.00
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-03/17/97--01031--002
*****70.00 *****70.00

Please find enclosed, original and one copy of Combined Articles of Merger and Amendment of Atricles of Incorporation, for Speedee Cash of Valdosta, Inc.

We would appreciate if the department would see that these documents are properly filed and a copy so marked returned to us at:

Speedee Cash of Albany, Inc.
P O Box 535
Crestview, FL 32536

Our check for \$ 70.00 to cover the filing fee, is also enclosed.

Sincerely yours,
David N. Ring, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 25 PM 3:05

merger of 3/25/96

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SPEEDEE CASH OF ALBANY, INC., #L09608, a FL corp.

SPEEDEE CASH OF BAINBRIDGE, INC., #P93000024432, a FL corp.

SPEEDEE CASH OF COLUMBUS, INC., #S06362, a FL corp.

INTO

SPEEDEE CASH OF VALDOSTA, INC. which changed its name to

SPEEDEE CASH OF GEORGIA, INC., a Florida corporation, L67881.

File date: March 25, 1997

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 21, 1997

Debbie Hollingsworth
% SPEEDEE CASH OF VALDOSTA, INC.
Post Office Box 535
Crestview, FL 32536

SUBJECT: SPEEDEE CASH OF VALDOSTA, INC.
Ref. Number: L67881

We have received your document for SPEEDEE CASH OF VALDOSTA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a profit corporation are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a copy of chapter 607, Florida Statutes. Please refer to section 607.1101 through 607.1107, Florida Statutes, which may pertain to the corporations involved in the merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 997A00014455

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF MERGER

OF

SPEEDEE CASH OF VALDOSTA, INC.

ARTICLES OF MERGER

On December 15, 1996 the Board of Directors and Stockholders approved the merger of Speedee Cash of Albany, Inc., Speedee Cash of Bainbridge, Inc., and Speedee of Columbus, Inc. into Speedee Cash of Valdosta, Inc. as set forth in the plan of merger as recorded in the accompanying minutes to the special meeting. The merger is to become effective January 1, 1997.

AMENDMENT OF ARTICLES OF INCORPORATION

At that same meeting the Board and Stockholders, being Mr. David N. Ring, 100% stockholder and sole director, approved the amendment of ARTICLE 1-NAME, of its original Articles of Incorporation to read SPEEDEE CASH OF GEORIGA, INC. The effective date of the name change is to be January 1, 1997. The remaining Articles of Incorporation are to remain unchanged.

IN WITNESS WHEREOF, the undersigned director, being the sole director and stockholder of the Corporation, has executed these combined Articles of Merger and Amendment of Articles of Incorporation this 2 day of January, 1997.

Signature of Director

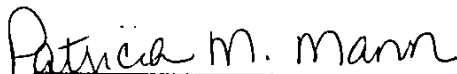

David N. Ring

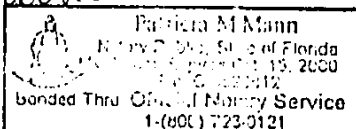
sole director for all merging
corporations

State of Florida

County of Okaloosa

THE FOREGOING instrument was acknowledged and sworn to before me this 2 day of January, 1997, by David N. Ring, sole director and stockholder of Speedee Cash of Valdosta, Inc.





MINUTES OF THE SPECIAL MEETING OF THE DIRECTORS & STOCKHOLDERS

OF

SPEEDEE CASH OF VALDOSTA, INC.

The special meeting of directors and stockholders of the corporation was held at the companys' offices on December 15, 1996 at 1:00 pm.

The following directors and stockholders were present: David N. Ring, being the sole director and stockholder.

Mr. Ring presented and read a waiver of notice of the meeting, a copy of which is attached.

Mr. Ring then stated that the purpose of the meeting was to discuss and approve a plan of reorganization, were by Speedee Cash of Valdosta, Inc., would acquire the net assets of its affiliated companies:

SPEEDEE CASH OF ALBANY, INC.
SPEEDEE CASH OF BAINBRIDGE, INC. and
SPEEDEE CASH OF COLUMBUS, INC.

in exchange for stock in SPEEDEE CASH OF VALDOSTA, INC.

The transaction is to be structured in accordance with IRS Code sections 368(a)(1)(A) and 368(a)(2)(E), in order to effect a non-taxable exchange. Mr. Ring is the sole stockholder in all of the corporations involved in the transaction.

The purpose of the merger is to consolidate all of the Georgia operations into one corporation, thus eliminating several corporate fillings and to afford the surviving company more efficiencies in managing the operations.

Speedee Cash of Valdosta will issue to the acquired corporations the following number of shares which have a basis to Mr. Ring as follows:

Corporation	No. Shares	Basis
SPEEDEE CASH OF ALBANY, INC.	100	
SPEEDEE CASH OF BAINBRIDGE, INC.	500	
SPEEDEE CASH OF COLUMBUS, INC.	100	

The above corporations are to distribute the above stock to Mr. Ring in exchange for his stock in each of the above corporations.

The transaction is to transpire after the end of business on December 31, 1996 in order to co-ordinate the fillings of the companies tax returns and with the final returns to be filed by the acquired


corporations. The acquired corporations are to dissolve and inform the state of Florida that they will no longer be doing business as of January 1, 1996.

Immediately after the transaction as been consummated Speedee Cash of Valdosta, Inc. will change its name and so inform the state of Florida of such, to SPEEDEE CASH OF GEORGIA, INC.

Mr. Ring, being the sole stockholder and director of the company, declared that the plan of reorganization was approved and such actions as were necessary to implement the plan should be taken.

There being no further business before the board and stockholders, on motion made, seconded and carried, the meeting was adjourned.

Date: December 15, 1996



David N. Ring-President

The Waiver of Notice has been appended to the minutes of this meeting.