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MERGER OR SHARE EXCHANGE**Qpay, Inc.**

| | |
|-----------------------|---------|
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RECEIVED
 2010 APR -1 AM 8:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

2010 APR -1 AM 8:59

FILED

May 2-10

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**ARTICLES OF MERGER
OF
QPAY ACQUISITION, INC.
INTO
QPAY, INC.**

FILED #6616 P.002 /008
2010 APR -1 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER (the "Articles") are entered into by and between Qpay Acquisition, Inc., a Florida corporation ("Acquisition Corp.") and Qpay, Inc., a Florida corporation ("Qpay").

Under Section 607.1105 of the Florida Business Corporation Act (the "Act"), Acquisition Corp. and Qpay hereby adopt the following Articles of Merger:

1. The Agreement and Plan of Merger effective as of April 1, 2010 ("Plan of Merger"), between Acquisition Corp., Qpay, InComm Holdings, Inc., ("Incomm"), Ami Shashoua ("Shashoua") and Yossi Amosy ("Amosy") (collectively Amosy and Shashoua are hereinafter referred to as the "Shareholders") was approved and adopted by the Shareholders and the Directors of Qpay on March 31, 2010 and was adopted by the sole shareholder and the sole Director of Acquisition Corp. on March 31, 2010.

2. Under the Plan of Merger, all issued and outstanding shares of common stock of Qpay shall be converted into the right to receive the consideration ("Merger Consideration") set forth in the Plan of Merger, attached as Exhibit A and incorporated herein by reference.

3. Under the Plan of Merger, Qpay will be the surviving corporation and Acquisition Corp. will cease to exist (the "Merger"). The Articles of Incorporation and By-Laws of Acquisition Corp. will be the Articles of Incorporation and By-laws of the surviving corporation Qpay.

4. Under Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

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IN WITNESS WHEREOF, the parties have executed these Articles of Merger this 31st day of March, 2010.

QPAY ACQUISITION, INC.

By: 
M. Brooks Smith, President

QPAY, INC.

By: _____
Ami Shashoua, Co-CEO

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Mar 28 10:04:35p

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IN WITNESS WHEREOF, the parties have executed these Articles of Merger this 31st day of March, 2010.

QPAY ACQUISITION, INC.

By: _____
M. Brooks Smith, President

QPAY, INC.

By: _____
Ami Shashoua, Co-CEO

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EXHIBIT A
TO ARTICLES OF MERGER

PLAN OF MERGER

THIS PLAN OF MERGER, effective as of April 1, 2010, is entered into among, Qpay Acquisition, Inc. ("Qpay Acquisition"), and Q-Pay, Inc., ("Qpay") ("Qpay Acquisition" and "Qpay" may be collectively referred to herein as, the "Constituent Corporations").

RECITALS:

WHEREAS, Qpay Acquisition is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, Qpay is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the sole shareholder and sole Director of Qpay Acquisition has determined that it is advisable and in the best interests of Qpay Acquisition that, subject to the terms and conditions of that certain Agreement and Plan of Merger entered into by and among InComm Holdings, Inc., Ami Shashoua, Yossi Amosy and the Constituent Corporations, effective April 1, 2010 (the "Merger Agreement"), Qpay Acquisition will merge with and into Qpay upon the terms and conditions of the Merger Agreement; and

WHEREAS, the shareholders and Board of Directors of Qpay have determined that it is advisable and in the best interests of Qpay that, subject to the terms and conditions of the Merger Agreement, Qpay Acquisition merge with and into Qpay, upon the terms and conditions of the Merger Agreement; and

WHEREAS, the Constituent Corporations have duly adopted and approved this Plan of Merger in accordance with the provisions of the Florida Business Corporations Act (the "Act");

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Constituent Corporations hereby agree as follows:

1. **Merger**. On the Effective Date, Qpay Acquisition shall be merged (the "Merger") with and into Qpay, Qpay shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"), and the separate existence of Qpay Acquisition shall cease. The Merger shall become effective immediately upon the filing of Articles of Merger with the Secretary of State of the State of Florida (such date being, the "Effective Date").

2. **Name**. The name of the Surviving Corporation shall be Qpay, Inc.

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3. Governing Documents.

(a) The Articles of Incorporation of Qpay Acquisition, shall be the Articles of Incorporation of the Surviving Corporation without further change or amendment, except that Article I of the Articles of Incorporation shall be amended to read in its entirety as follows: "The name of the Corporation is "QPay, Inc."

(b) The By-laws of Qpay Acquisition shall be the same as the By-laws of the Surviving Corporation without change or amendment until thereafter amended, in accordance with the provisions thereof and applicable law, except that the Bylaws shall be amended, by filing the Articles of Merger, to reflect that the name of the Surviving Corporation is "QPay, Inc."

4. Succession. On the Effective Date, the corporate identity, property, purposes, powers, franchises, rights and obligations of Qpay Acquisition shall be transferred to, vest in, and be merged with Qpay, without further act or deed.

5. Cancellation of Common Stock. On the Effective Date, by virtue of the Merger and without any action on the part of the Constituent Corporations, all of the outstanding shares of common stock of Qpay that are issued and outstanding immediately prior to the Effective Date (collectively, the "Common Stock") shall be converted into the right to receive the Merger Consideration as set forth in the Merger Agreement.

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IN WITNESS WHEREOF, the Constituent Corporations have each caused this Plan of Merger to be signed by their respective duly authorized officers and delivered this 31st day of March, 2010.

QPAY ACQUISITION, INC.

By: 
M. Brooks Smith, President

QPAY, INC.

By: _____
Amr Shashoua, Co-CEO

[Signature page to Plan of Merger]

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IN WITNESS WHEREOF, the Constituent Corporations have each caused this Plan of Merger to be signed by their respective duly authorized officers and delivered this 31st day of March, 2010.

QPAY ACQUISITION, INC.

By: _____
M. Brooks Smith, President

QPAY, INC.

By:  _____
Ami Shashoua, Co-CEO

[Signature page to Plan of Merger]

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