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MERGER OR SHARE EXCHANGE

Speedy Cash, Inc.

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P.02
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April 23, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SPEEDY CASH, INC.
1345 PARK AVENUE
ORANGE PARK, FL 32073

SUBJECT: SPEEDY CASH, INC.
REF: P03000136361

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE CORRECT THE NAME OF THE MERGING CORPORATION THROUGHOUT THE DOCUMENT TO READ AS FOLLOWS: PAWN EMPORIUM INC.

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 (850) 245-6906.

Darlene Connell
Regulatory Specialist II

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ARTICLES OF MERGER

OF

PAWN EMPORIUM INC.
a Florida corporation

INTO

SPEEDY CASH, INC.
a Florida corporation

Pursuant to the provisions of Sections 607.1105, Florida Statutes, the undersigned corporations certify as follows:

FIRST: The names of the entities that are parties to the merger are Pawn Emporium, Inc., a Florida corporation, and Speedy Cash, Inc., a Florida corporation.

SECOND: Speedy Cash, Inc. shall be the surviving entity.

THIRD: The Plan of Merger (the "Plan of Merger"), attached hereto as Exhibit A, was approved by the sole shareholder of Pawn Emporium Inc. by Unanimous Written Consent on February 25, 2008, and by the shareholders of Speedy Cash, Inc. by Unanimous Written Consent on February 25, 2008.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

DATED: February 25, 2008.

PAWN EMPORIUM INC.

By: [Signature]
Brian K. Lynn, President

SPEEDY CASH, INC.

By: [Signature]
Brian K. Lynn, President

SCRJAX120459.1

EXHIBIT A**PLAN OF MERGER****OF****PAWN EMPORIUM, INC.
(a Florida corporation)****INTO****SPEEDY CASH, INC.
(a Florida corporation)**

This PLAN OF MERGER dated February 25, 2008 is made by and between Pawn Emporium, Inc., a Florida corporation ("Pawn"), and Speedy Cash, Inc., a Florida corporation (the "Speedy").

WHEREAS, the Board of Directors of Pawn and Speedy deem it advisable and in the best interest of Pawn and Speedy and their respective shareholders to merge Pawn with and into Speedy, with Speedy designated as the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. Pawn and Speedy shall be merged with and into a single corporation, with Speedy being the surviving corporation from and after the effective time of the merger, and thereupon the separate existence of Pawn shall cease.

2. The Certificate of Incorporation of Speedy shall continue to be the Certificate of Incorporation of the surviving corporation until amended as therein provided.

3. The Bylaws of Speedy shall continue to be the bylaws of the surviving corporation until changed, altered or amended as therein provided.

4. The following individuals shall serve as directors of Speedy from and after the effective time of the merger until his successor is elected and qualified or his earlier resignation or removal:

Earlie Michael Lynn

5. From and after the effective time of the merger, (i) each issued and outstanding share of common stock of Speedy immediately prior to the effective time of the merger shall remain outstanding and shall represent one outstanding share of the surviving corporation; and (ii) each issued and outstanding share of common stock of Pawn immediately prior to the effective time of the merger shall, without any further action of any holder thereof, be automatically converted into the right to receive 0.6667 shares of the surviving corporation.

6. After the Effective Date, each holder of an outstanding certificate or certificates which prior thereto represented shares of Pawn stock shall be entitled, upon surrender to Speedy of a certificate or certificates representing shares of Pawn (or an affidavit or affirmation by such holder of the loss, theft, or destruction of such certificate or certificates in such form as Speedy may reasonably require), to receive in exchange therefore a certificate or certificates representing the number of shares of Speedy into and for which the shares of Pawn stock so

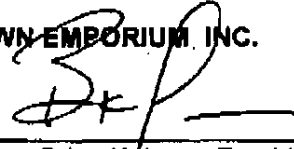
surrendered shall have been converted, such certificates to be of such denominations and registered in such names as such holder may reasonably request. Until so surrendered and exchanged, each such outstanding certificate which, prior to the Effective Date, represented shares of Pawn stock and which is to be converted into Speedy stock shall for all purposes evidence ownership of the Speedy stock into and for which such shares shall have been so converted, except that no dividends or other distributions with respect to such Speedy stock shall be made until the certificates previously representing shares of Pawn stock shall have been properly tendered. Speedy shall deliver the certificates of Speedy common stock to which the Pawn shareholders are entitled, within ten days after the surrender for cancellation of the certificates evidencing shares of the Pawn common stock (or if applicable, affidavit of lost stock).

7. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida upon a majority vote of the Board of Directors of Pawn and Speedy.

8. Pursuant to the Florida Business Corporation Act, this Plan of Merger has been approved by resolutions duly adopted by the Board of Directors and the Shareholders of Pawn and Speedy.

IN WITNESS WHEREOF, the undersigned have set their hands as of the date first written above.

PAWN EMPORIUM, INC.

By: 
Brian K. Lynn, President

SPEEDY CASH, INC.

By: 
Brian K. Lynn, President

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