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Florida Department of State

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

FAST PAYDAY HOLDINGS, INC.

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**ARTICLES OF MERGER
OF
FAST PAYDAY HOLDINGS, LLC
(a Florida limited liability company)
AND
FAST PAYDAY HOLDINGS, INC.
(a Florida corporation)**

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Pursuant to Section 607.1109 of the Florida Business Corporation Act (the "Corporation Act") and Section 608.4382 of the Florida Limited Liability Company Act ("LLC Act"), FAST PAYDAY HOLDINGS, LLC, a Florida limited liability company ("LLC"), and FAST PAYDAY HOLDINGS, INC., a Florida corporation ("Corporation"), hereby adopt the following Articles of Merger:

Article 1.

Merger, Surviving Corporation

As of the effective date and time specified in Article 3 hereof, LLC shall merge with Corporation (the "Merger"), and the surviving consolidated entity shall operate and be known as FAST PAYDAY HOLDINGS, INC.

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Article 2.

Plan of Merger

The terms and conditions of the Merger are set forth in that certain Agreement and Plan of Merger, dated as of April 21, 2005 (the "Plan of Merger"), a copy of which is attached hereto as Exhibit A.

Article 3.

Effective Time of Merger

The Merger shall become effective as of 12:01 a.m. (EDT) on April 21, 2005.

Article 4.

Approval of the Plan of Merger

The Plan of Merger was duly adopted and approved by the board of directors and the shareholders of Corporation in accordance with Section 607.1103 of the Corporation Act.

The Plan of Merger was duly adopted and approved by LLC in accordance with Section 608.4381 of the LLC Act.

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Corporation and LLC by their authorized officers as of April 20, 2005.

FAST PAYDAY HOLDINGS, LLC

By: 
Charles E. Johnson
Manager

FAST PAYDAY HOLDINGS, INC.

By: 
Charles E. Johnson
President

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STATE
DEPT OF
CORPORATION

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated this 20th day of April, 2005 (the "Agreement") is between FAST PAYDAY HOLDINGS, LLC, a Florida limited liability company (the "LLC"), and FAST PAYDAY HOLDINGS, INC., a Florida corporation (the "Corporation"). The LLC and the Corporation 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 LLC merge with the Corporation upon the terms and subject to the conditions set forth herein;

WHEREAS, the sole manager who is also the sole member of the LLC has determined that it is advisable and in the best interests of the LLC that the LLC merge with the Corporation 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 607.1108 of the Florida Business Corporation Act (the "Corporation Act") and Section 608.438 of the Florida Limited Liability Company Act (the "LLC Act"), the LLC shall merge with the Corporation (the "Merger"), and the surviving consolidated entity shall be known as FAST PAYDAY HOLDINGS, INC. (the "Surviving Company").

1.02 Filing and Effectiveness. The Merger shall become effective as of 12:01 a.m. (EDT) on April 21, 2005. Promptly following the execution of this Agreement, the Surviving Company shall cause the Merger to be consummated by filing articles of merger (the "Articles of Merger") with the Department of State of the State of Florida pursuant to Section 607.1108 of the Corporation Act and Section 608.4382 of the LLC Act. 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 LLC shall be merged and consolidated with the Corporation, 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 Incorporation.* The Articles of Incorporation of the Corporation as in effect immediately prior to the Effective Date of the Merger shall be the Articles of Incorporation 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 *Bylaws.* The Bylaws of the Corporation as in effect, and if applicable, immediately prior to the Effective Date of the Merger, shall be the Bylaws 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 membership interest of the LLC owned of record 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 shares of stock of the Corporation owned of record and outstanding on the Effective Date of the Merger and such interest shall be the stock ownership 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 board of directors 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.

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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 or the manager (as the 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 Florida.

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]

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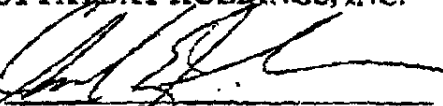
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TALLAHASSEE
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IN WITNESS WHEREOF, each party hereto has caused this Agreement to be duly executed as of the day and year first written above.

FAST PAYDAY HOLDINGS, LLC

By: 
Name: Charles E. Johnson
Title: Manager

FAST PAYDAY HOLDINGS, INC.

By: 
Name: Charles E. Johnson
Title: President

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