


P98000036675



June 11, 1998

VIA FEDERAL EXPRESS

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Merger
SC Holdings, Inc.

700002561957--1
-06/16/98--01122--001
*****35.00 *****35.00

700002561957--1
-06/16/98--01122--002
*****35.00 *****35.00


To Whom It May Concern:

Enclosed for filing with the Secretary of State are the Articles of Merger of Smart Choice Holdings, Inc. into SC Holdings, Inc. Also enclosed are two checks, each in the amount of \$35.00, which represent filing fees for two corporate entities.

Please conform a copy of this document by date-stamping and returning it to me in the self-addressed, stamped envelope enclosed.

Thank you for your cooperation.

Very truly yours,



Lori Arp
Paralegal

LA:pc
Enclosure8

98 JUN 16 PM 12:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V8 JUN 22 1998

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5200 S. Washington Ave. • Titusville, FL 32780
407-269-0834 • FAX 407-264-0376
NASDAQ-(SMCH)

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SMART CHOICE HOLDINGS, INC., a Delaware corporation, F9600000/6575

INTO

SC HOLDINGS, INC., a Florida corporation, P98000036675.

File date: June 16, 1998

Corporate Specialist: Velma Shepard

**STATE OF FLORIDA
ARTICLES OF MERGER
OF
SMART CHOICE HOLDINGS, INC.
INTO
SC HOLDINGS, INC.**

FILED
98 JUN 16 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1101 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger:

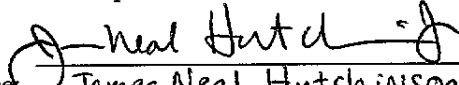
FIRST: The plan of merger is set forth in the Agreement and Plan of Merger dated June 5, 1998 (the "Plan of Merger") by and between Smart Choice Holdings, Inc. ("Holdings Del."), a Delaware corporation, and SC Holdings, Inc. ("Holdings Fla."), a Florida corporation, with Holdings Del. merging into Holdings Fla. and Holdings Fla. being the surviving corporation. An executed copy of the Plan of Merger is attached hereto and made a part hereof.

SECOND: Pursuant to Section 607.1105(1)(b) of the Act, the effective date of the merger contemplated hereby (the "Merger") shall be the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.

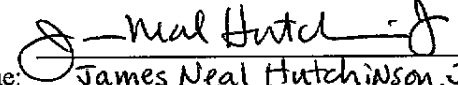
THIRD: Approval of the Plan of Merger by the shareholders of Holdings Fla. was not required. The Board of Directors of Holdings Fla. approved the Plan of Merger on June 5, 1998. The shareholders and Board of directors of Holdings Del. approved the Plan of Merger on June 5, 1998.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed on its behalf by its duly authorized officers as of this 5th day of June, 1998.

SMART CHOICE HOLDINGS, INC.
a Delaware corporation

By: 
Name: James Neal Hutchinson, Jr.
Its: Vice President

SC HOLDINGS, INC.
a Florida corporation

By: 
Name: James Neal Hutchinson, Jr.
Its: Vice President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, made and entered into this 5th day of June, 1998 by and between Smart Choice Holdings, Inc., a Delaware corporation ("Holdings Del."), and SC Holdings Inc., a Florida corporation ("Holdings Fla.") (Holdings Fla. and Holdings Del. are collectively referred to herein as the "Constituent Corporations"),

WITNESSETH:

For good and valuable consideration, the parties hereto agree as follows:

1. Holdings Del. and Holdings Fla. agree to merge (the "Merger") on the date that Articles of Merger and an Agreement and/or Certificate of Merger regarding the Constituent Corporations are filed respectively with the states of Florida and Delaware.
2. Holdings Fla. shall be the surviving corporation in the Merger, governed by the laws of the State of Florida.
3. In the Merger all the outstanding shares of Common Stock of Holdings Del. shall be converted into a total of 100 shares of Common Stock of Holdings Fla.
4. The Merger shall be carried into effect by operation of applicable law on the date that Articles of Merger and an Agreement and/or Certificate of Merger regarding the Constituent Corporations are filed respectively with the States of Florida and Delaware.
5. The Articles of Incorporation of Holdings Fla. after the Merger shall be its Articles of Incorporation prior to the Merger.

IN WITNESS WHEREOF, the Constituent Corporations have executed this Agreement on the date first above written.

Smart Choice Holdings, Inc.

By: James Neal Hutchinson, Jr.
Vice President
SC Holdings Inc.

By: James Neal Hutchinson, Jr.
Vice President

CERTIFICATE

The undersigned, Secretary of Smart Choice Holdings, Inc., a Delaware corporation ("Holdings Del."), does hereby certify that the holders of all the outstanding stock of Holdings Del., acting by written consent, unanimously voted for the adoption of the Agreement and Plan of Merger set forth above.

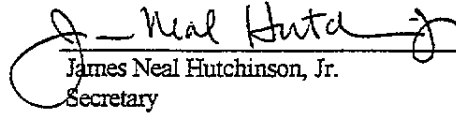
IN WITNESS WHEREOF, the undersigned has executed this Certificate on the date first above written.

James Neal Hutchinson, Jr.
James Neal Hutchinson, Jr.
Secretary

CERTIFICATE

The undersigned, Secretary of Smart Choice Holdings, Inc., a Florida corporation ("Smart Choice"), does hereby certify that under Florida law no approval by the holders of outstanding stock of Smart Choice is required for the consummation of the Merger described above.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the date first above written.

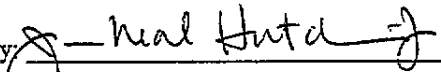

James Neal Hutchinson, Jr.
Secretary

CONSENT TO SERVICE OF PROCESS

SC Holdings, Inc., a Florida corporation ("Holdings Fla."), hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of Holdings Fla. or Smart Choice Holdings, Inc., a Delaware corporation that merged into Holdings Fla. (the "Merger"), as well as for enforcement of any obligation of SC arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Delaware law, and does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. Process in any such suit or other proceedings shall be mailed to Holdings Fla. at 5200 South Washington Avenue, Titusville, Florida, 32780, attention Legal Department.

IN WITNESS WHEREOF, the undersigned has executed this Consent to Service of Process this 5th day of June, 1998.

SC Holdings, Inc.

By 
Vice President