

525534

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RE-SUBMIT

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MERGER OR SHARE EXCHANGE**CHECK EXPRESS, INC.**

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June 20, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CHECK EXPRESS, INC.
1231 GREENWAY DRIVE
STE. 600
IRVING, TX 75038US

SUBJECT: CHECK EXPRESS, INC.
REF: J25534

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.

The date of adoption of the merger by the parent in paragraph Fifth of the Articles of Merger was not filled in.

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

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Susan Payne
Senior Section Administrator

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ARTICLES OF MERGER
OF

CHECK EXPRESS FINANCE, INC.,
a Florida corporation,

CHECK-X-CHANGE CORPORATION,
a California corporation,

CHECK EXPRESS SOUTH CAROLINA, INC.,
a Florida corporation, and

CHECK EXPRESS USA, INC.,
a Florida corporation,

INTO

CHECK EXPRESS, INC.,
a Florida corporation

June 18, 2008

In compliance with the requirements of the Florida Business Corporation Act (the "Act") and in accordance with the laws of any other applicable jurisdiction of incorporation, pursuant to Section 607.1105 of the Act, the undersigned corporations desire to effect a merger (the "Merger") and acting by their duly authorized officers, hereby set forth the following facts:

First: The name and jurisdiction of the surviving corporation are Check Express, Inc. ("Parent") first organized, formed or incorporated under the laws of Florida.

Second: The name and jurisdiction of each merging corporation (the "Subsidiaries") are:

<u>Name</u>	<u>Jurisdiction</u>
Check Express Finance, Inc.	Florida
Check-X-Change Corporation	California
Check Express South Carolina, Inc.	Florida
Check Express USA, Inc.	Florida

Third: The Plan of Merger (the "Plan of Merger") by and among Parent and the Subsidiaries is attached.

Fourth: The Mergers shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the sole director of Parent on June 18th, 2008 and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the sole director of each of the respective Subsidiaries on June 8, 2008 and shareholder approval was not required.

* * * * *

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, each of Parent and the Subsidiaries has caused these Articles of Merger to be executed as of the date first written above.

CHECK EXPRESS, INC.

By: Ted M. Eades
Ted M. Eades
Vice President and Secretary

CHECK EXPRESS FINANCE, INC.

By: Ted M. Eades
Ted M. Eades
Vice President and Secretary

CHECK-X-CHANGE CORPORATION

By: Ted M. Eades
Ted M. Eades
Vice President and Secretary

CHECK EXPRESS SOUTH CAROLINA, INC.

By: Ted M. Eades
Ted M. Eades
Vice President and Secretary

CHECK EXPRESS USA, INC.

By: Ted M. Eades
Ted M. Eades
Vice President and Secretary

PLAN OF MERGER
OF
CHECK EXPRESS FINANCE, INC.,
a Florida corporation,
CHECK-X-CHANGE CORPORATION,
a California corporation,
CHECK EXPRESS SOUTH CAROLINA, INC.,
a Florida corporation, and
CHECK EXPRESS USA, INC.,
a Florida corporation,
INTO
CHECK EXPRESS, INC.,
a Florida corporation

June 18, 2008

The following plan of merger is submitted in compliance with section 607.1104 of the Florida Business Corporation Act (the "Act") and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the parent corporation owning 100% of the outstanding shares of each class of capital stock of each subsidiary corporation are Check Express, Inc. ("Parent") first organized, formed or incorporated under the laws of Florida.
2. The name and jurisdiction of each subsidiary corporation (the "Subsidiaries") are:

<u>Name</u>	<u>Jurisdiction</u>
Check Express Finance, Inc.	Florida
Check-X-Change Corporation	California
Check Express South Carolina, Inc.	Florida
Check Express USA, Inc.	Florida

3. As of the date on which the Articles of Merger are filed with the Secretary of State of the State of Florida, each of the Subsidiaries shall be merged (the "Mergers") with and into Parent, and the separate existence of each of the Subsidiaries shall cease and the existence of Parent shall continue unaffected and unimpaired by the Mergers with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the State of Florida.

4. Each share of capital stock of each of the Subsidiaries issued and outstanding prior to the Mergers shall, by virtue of the Mergers and without any action on the part of Parent or any of the Subsidiaries, be canceled simultaneously with the effectiveness of the Mergers.

* * * * *

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IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their respective authorized officers as of the date first written above.

CHECK EXPRESS, INC.

By: T. M. Eades
Ted M. Eades
Vice President and Secretary

CHECK EXPRESS FINANCE, INC.

By: T. M. Eades
Ted M. Eades
Vice President and Secretary

CHECK-X-CHANGE CORPORATION

By: T. M. Eades
Ted M. Eades
Vice President and Secretary

CHECK EXPRESS SOUTH CAROLINA, INC.

By: T. M. Eades
Ted M. Eades
Vice President and Secretary

CHECK EXPRESS USA, INC.

By: T. M. Eades
Ted M. Eades
Vice President and Secretary