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MERGER OR SHARE EXCHANGE

CHECK EXPRESS, INC.

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ARTICLES OF MERGER
OF
CHECK EXPRESS FLORIDA, INC.,
a Florida corporation,
INTO
CHECK EXPRESS, INC.,
a Florida corporation

June 30, 2008

In compliance with the requirements of the Florida Business Corporation Act (the "Act"), 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 the merging corporation are Check Express Florida, Inc. ("Subsidiary") first organized, formed or incorporated under the laws of Florida.

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

Fourth: The Merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State (the "Effective Time").

Fifth: The Plan of Merger was adopted by the sole director of Parent on June 30, 2008 and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the sole director of the Subsidiary on June 30, 2008 and shareholder approval was not required.

Seventh: At the Effective Time, the name of Parent shall change to "ACE Real Estate Holdings Inc."

* * * * *

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

CHECK EXPRESS, INC.

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

CHECK EXPRESS FLORIDA, INC.

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

PLAN OF MERGER
OF
CHECK EXPRESS FLORIDA, INC.,
a Florida corporation,
INTO
CHECK EXPRESS, INC.,
a Florida corporation

June 30, 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 the subsidiary corporation is Check Express, Inc. ("Parent") first organized, formed or incorporated under the laws of Florida.
2. The name and jurisdiction of the subsidiary corporation is Check Express Florida, Inc. ("Subsidiary") first organized, formed or incorporated under the laws of Florida.
3. As of the date on which the Articles of Merger are filed with the Secretary of State of the State of Florida, Subsidiary shall be merged (the "Merger") with and into Parent, and the separate existence of Subsidiary shall cease and the existence of Parent shall continue unaffected and unimpaired by the Merger 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 Subsidiary issued and outstanding prior to the Merger shall, by virtue of the Merger and without any action on the part of Parent or Subsidiary, be canceled simultaneously with the effectiveness of the Merger.
5. Upon filing of the Articles of Merger, the name of Parent shall change to "ACE Real Estate Holdings Inc."

* * * * *

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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 FLORIDA, INC.

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