

FILED EFFECTIVE

**ARTICLES OF MERGER
MERGING
AAA RENT TO OWN, INC.
WITH AND INTO
RAC WEST ACQUISITION SUB, INC.**

03 JUL 22 AM 11:20
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-1106 of the Idaho Business Corporation Act (the "*IBCA*"), AAA Rent to Own, Inc., an Idaho corporation, and RAC West Acquisition Sub, Inc., a Delaware corporation, adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

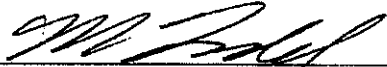
1. A Plan of Merger (the "*Plan*") was approved and adopted in accordance with the provisions of Section 30-1-1102 of the Idaho Business Corporation Act, providing for the merger of AAA Rent to Own, Inc., an Idaho corporation (the "*Merged Corporation*"), with and into RAC West Acquisition Sub, Inc., a Delaware corporation ("*RAC West*"), and resulting in RAC West being the surviving corporation (the "*Surviving Corporation*") in the merger.
2. The Plan was duly approved by the shareholders of the Merged Corporation in the manner provided for in the IBCA and the articles of incorporation of the Merged Corporation.
3. The participation of RAC West in the Plan and the merger pursuant thereto was duly authorized as required by the Delaware General Corporation Law.

[Remainder of Page Intentionally Left Blank]

C 91573

IN WITNESS WHEREOF, the Surviving Corporation and the Merged Corporation have executed these Articles of Merger as of this 21 day of July, 2005.

RAC WEST ACQUISITION SUB, INC.

By: 
Name: Mitchell E. Fadel
Title: Vice President

AAA RENT TO OWN, INC.


By: 
Name: Mitchell E. Fadel
Title: Vice President

Exhibit "A"

Plan of Merger

PLAN OF MERGER

1. AAA Rent to Own, Inc., an Idaho corporation (the "**Merged Corporation**"), hereby merges with and into RAC West Acquisition Sub, Inc., a Delaware corporation ("**RAC West**"), and RAC West shall continue as the surviving corporation (the "**Surviving Corporation**") in the merger pursuant to the provisions of the Idaho Business Corporation Act (the "**IBCA**") and the Delaware General Corporation Law (the "**DGCL**").

2. The separate existence of the Merged Corporation shall cease at the effective time and date of the merger in accordance with the IBCA and the Surviving Corporation shall continue its existence as the Surviving Corporation pursuant to the provisions of the DGCL.

3. The issued shares of the Merged Corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

4. The articles of incorporation of the Surviving Corporation are not amended in any respect by this Plan of Merger.

5. The Board of Directors and authorized officers of the Merged Corporation and the Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger provided for herein.

[Remainder of Page Intentionally Left Blank]