

FILED EFFECTIVE

ARTICLES OF MERGER

OF

CASH FLOW AMERICA, INC. A NEVADA CORPORATION

INTO

AALL AMERICAN CREDIT CARD SOLUTIONS, INC. AN IDAHO CORPORATION

The undersigned corporations, in accordance with §§ 92A.190 through 92A.250 of the Nev. Rev. Stat. Am. (Michie 1991) and §§ 30-1-1101 through 30-1-1105 of the Idaho Revised Statutes, hereby adopt the following Articles of Merger:

ARTICLE 1. The parties hereto agree to effect this Merger.

ARTICLE 2. The parties to these Articles of Merger are Cash Flow America, Inc., a Nevada corporation ("Cash Flow") and AALL American Credit Card Solutions, Inc., an Idaho corporation ("AALL American").

ARTICLE 3. The corporation to survive the Merger is AALL American Credit Card Solutions, Inc., an Idaho corporation, which shall continue under the same name.

ARTICLE 4. No amendment to the Articles of Incorporation of the surviving corporation is to be effected by the Merger.

ARTICLE 5. The total number of shares of capital stock of all classes which are authorized and which are issued and outstanding and entitled to vote on the Merger are as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>Number Of Shares Authorized</u>	<u>Number of Shares Outstanding</u>	<u>Number Of Shares Approving Merger</u>
Cash Flow	Common Stock, \$.001 par value	25,000,000	25,000,000	25,000,000
AAll American	Common Stock, No par value	2,000,000	700,000	700,000

ARTICLE 6. The manner and basis of exchanging and converting the issued and outstanding stock of Cash Flow is as follows: All shares of issued and outstanding common stock of Cash Flow shall be converted into 300,000 shares of common stock of AALL American. Upon the surrender of certificates representing shares of Cash Flow stock by holders thereof, certificates for 300,000 shares of AALL American stock will be issued in exchange by AALL American. Shares of AALL American common stock outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of common stock of the surviving corporation.

IDAHO SECRETARY OF STATE
02/05/2004 05:00
CK: 2089 CT: 176318 DH: 725839
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ARTICLE 7. The principal office of Cash Flow is 5387 Manhattan Circle, Suite 204, Boulder, Colorado 80304, and the principal office of AALL American is 7000 Broadway, Suite 215, Denver, Colorado 80221 .

ARTICLE 8. The Plan of Merger was duly adopted by the directors of Cash Flow and AALL American by unanimous Consent of all of the directors of each corporation pursuant to '92A.190 of the Nev. Rev. Stat. Am. (Michie 1991) and Idaho Revised Statutes ' 30-1-821 and approved by the shareholders of Cash Flow by unanimous written consent pursuant to '92A.200.4 of the Nev. Rev. Stat. Am. (Michie 1991) in which 100% of the shareholders of Cash Flow voted in favor of the Plan of Merger.

ARTICLE 9. The Plan of Merger is as follows:

9.1 The Articles of Incorporation of AALL American, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of AALL American and shall not be changed or amended by the Merger.

9.2 AALL American reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors, or stockholders herein are subject to this reservation.

9.3 The By-Laws of AALL American as such By-Laws exist on the effective date of the Merger, shall remain and be the By-Laws of AALL American, as amended by action of the board of directors concurrently with the merger, until altered, amended, or repealed, or until new By-Laws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

9.4 The directors of AALL American as of the effective date of the Merger shall continue in office until the next Annual Meeting of the shareholders of AALL American. The number of directors shall be four (4) and shall be the following persons:

Stan Schwab
Wylie Griffith
Gary Babbitt
Kirk Condon

9.5 The following officers of AALL American shall continue in office after the effective date of the Merger and until the next Annual Meeting of the Board of Directors of AALL American Credit Card Solutions, Inc.:

Stan Schwab
Kirk Condon
Wylie Griffith
Gary Babbitt

Chief Executive Officer and Chairman
President
Chief Financial Officer and Treasurer
Vice-President and Secretary

9.6 All shares of issued and outstanding Common Stock of Cash Flow shall be converted into 300,000 shares of Common Stock of AALL American. Upon the surrender of certificates

representing shares of Cash Flow stock by the sole holder thereof, a certificate representing 300,000 shares of AALL American common stock will be issued in exchange. Shares of AALL American Common Stock outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock of the surviving corporation.

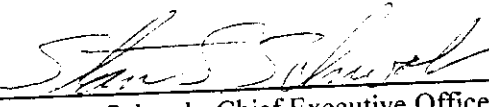
9.7 On the effective date of the Merger, the separate existence of Cash Flow shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, assignments, or other like instruments, when deemed desirable by AALL American to evidence such transfer, vesting, or devotion of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of Cash Flow by the last acting officers thereof, or by the corresponding officers of the surviving corporation.

ARTICLE 10. The effective date of the Merger shall be January 1, 2004.

IN WITNESS WHEREOF, Cash Flow America, Inc. and AALL American Credit Card Solutions, Inc. have caused these Articles of Merger to be signed in their corporate names and on their behalf by their officers as of the date or dates indicated below.


AALL AMERICAN CREDIT CARD SOLUTIONS, INC., an Idaho corporation

Date: 1-27-04

By: 
Stan Schwab, Chief Executive Officer

CASH FLOW AMERICA, INC., a Nevada corporation

Date: 1/27/04

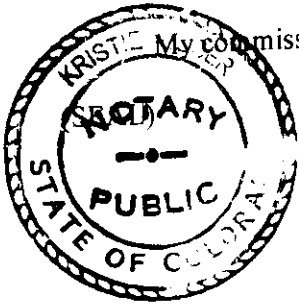
By: 
Kirk Condon, President

STATE OF COLORADO)
COUNTY OF Adams) ss.

The foregoing **Articles of Merger** was subscribed, sworn to and acknowledged before me this
_ day of January, 2004 by Stan Schwab, Chief Executive Officer of AALL American Credit Card
Solutions, Inc. an Idaho corporation.

My Commission will expire 06/11/2007.

My commission expires: _____



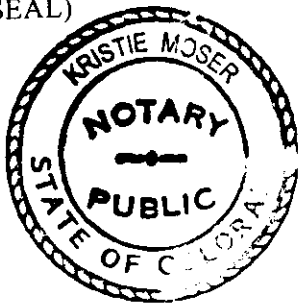
Kristie Moser
Notary Public

STATE OF COLORADO)
COUNTY OF Adams) ss.

The foregoing **Articles of Merger** was subscribed, sworn to and acknowledged before me this
_ day of January, 2004 by Kirk Condon, President of Cash Flow America, Inc., a Nevada corporation.

My commission expires: My Commission will expire 06/11/2007

(SEAL)



Kristie Moser
Notary Public