

FILED EFFECT

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

JUN 30 PM 2:13

SECRETARY OF STATE
STATE OF IDAHO

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

1. An Agreement and 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 RAC West Acquisition Sub Idaho, Inc., an Idaho corporation (the "*Merged Corporation*"), with and into AAA Rent to Own, Inc., an Idaho corporation ("*AAA Rent to Own*"), and resulting in AAA Rent to Own being the surviving corporation (the "*Surviving Corporation*") in the merger.
2. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the effective time of the merger shall be the Articles of Incorporation of the Surviving Corporation at the effective time and date of the merger.
3. The Plan was duly approved by the shareholders of each of the Surviving Corporation and the Merged Corporation.

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IDAHO SECRETARY OF STATE
06/30/2005 05:00
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1 @ 20.00 = 20.00 EXPEDITE C # 3

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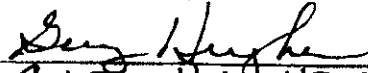
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IN WITNESS WHEREOF, the Surviving Corporation and the Merged Corporation have executed these Articles of Merger as of this 30th day of June, 2005.

AAA RENT TO OWN, INC.

By: 
Name: GARY HUGHES
Title: President

RAC WEST ACQUISITION SUB IDAHO, INC.

By: _____
Name: _____
Title: _____

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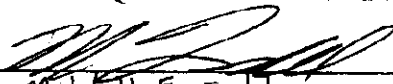
- 2 -

IN WITNESS WHEREOF, the Surviving Corporation and the Merged Corporation have executed these Articles of Merger as of this 30th day of June, 2005.

AAA RENT TO OWN, INC.

By: _____
Name: _____
Title: _____

RAC WEST ACQUISITION SUB IDAHO, INC.

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

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Exhibit "A"
Plan of Merger

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PLAN OF MERGER

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

2. The separate existence of the Merged Corporation shall cease at the effective time and date of the merger and the Surviving Corporation shall continue its existence as the Surviving Corporation pursuant to the provisions of the Idaho Business Corporation Act.

3. All shares of the common stock of the Merged Corporation shall be converted into one share of common stock of the Surviving Corporation pursuant to the provisions of the Idaho Business Corporation Act. At the effective time of the merger, all shares of the common stock of AAA Rent to Own shall be converted into the right to receive an amount in cash equal to \$1,753.662, subject to certain adjustments.

4. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the effective time of the merger shall be the Articles of Incorporation of the Surviving Corporation at the effective time and date of the merger until amended and changed in the manner prescribed by the provisions of the Idaho Business Corporation Act.

5. The Bylaws of the Merged Corporation as in effect immediately prior to the effective time of the merger shall be the Bylaws of the Surviving Corporation at the effective time and date of the merger until amended and changed in the manner prescribed by the provisions of the Idaho Business Corporation Act.

6. The directors and officers in office of the Merged Corporation shall, when the merger takes effect, be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

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.