

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF CASH WORLD, INC.

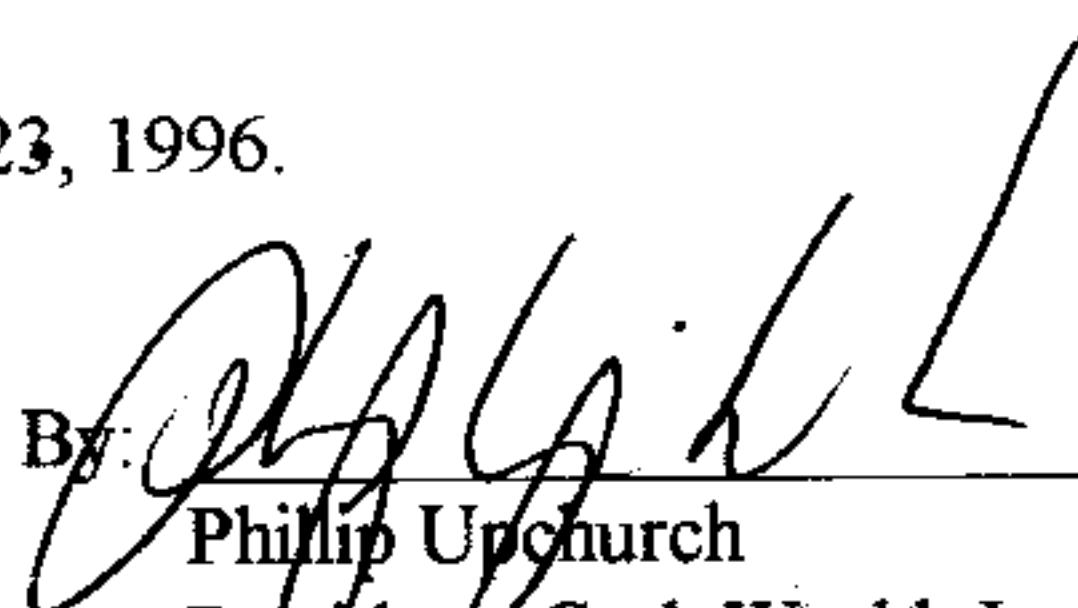
Pursuant to the laws of the State of Alabama, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The following amendments of the Articles of Incorporation were adopted by the Board of Directors of the Corporation on February 22, 1996, in the manner prescribed by the Alabama Law.

SECOND: That Director of the Corporation, Edward L. Hardin, Jr., shall be removed from his position effective the date of this amendment.

THIRD: That the Secretary of the Corporation, Edward L. Hardin, III, shall be removed from his position effective the date of this amendment.

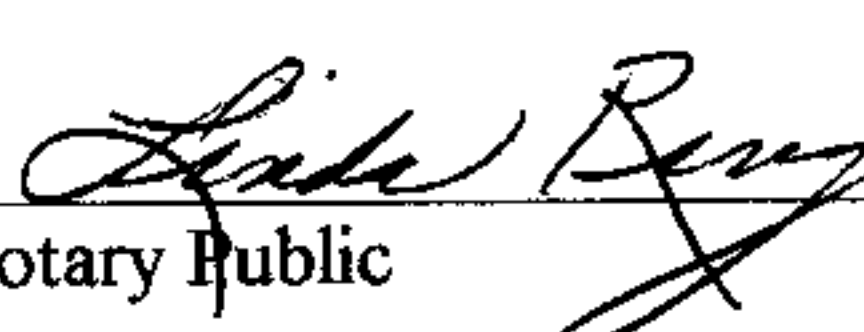
Dated this the 23 day of February 23, 1996.

By: 
Phillip Upchurch
President, Cash World, Inc.

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

02/23/1996-05860
12:43 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 HCD 15.00

Before me, a notary public in and for said state and county, personally appeared Phillip Upchurch, president and incorporator of Cash World, Inc., who being by me first duly sworn does depose and state that he has read the above and foregoing and all facts and conditions contained therein are true and correct to the best of his knowledge and belief.


Notary Public

Sworn to and subscribed before me
this 23 day of February,
19 96

MY COMMISSION EXPIRES DECEMBER 8, 1996

5354 Hwy 280 East
Birmingham, AL 35242

Inst # 1996-05860

EDWARD L. HARDIN, JR.
10 AUGUSTA WAY
BIRMINGHAM, ALABAMA 35242

February 21, 1996

TO BOARD OF DIRECTORS, CASH WORLD, INC.:

Effective this date please accept my resignation as a director of Cash World, Inc.


EDWARD L. HARDIN, JR.

Inst # 1996-05860

02/23/1996-05860
12:43 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MCD 15.00