

THIS INSTRUMENT WAS PREPARED BY:

H.E. Smith III
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205-620-0220

State of Alabama
Shelby County

**ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION
OF
PAYLESS CHECK ADVANCE, INC.**

Pursuant to the Alabama Business Corporation Act, Sections 10-2B-10.01 and 10-2B-10.06, the undersigned corporation, **PAYLESS CHECK ADVANCE, INC.**, a corporation organized and existing under the laws of the State of Alabama, hereby submits the following:

1. The name of the corporation is **PAYLESS CHECK ADVANCE, INC.**
2. The Articles of Incorporation shall be amended as follows:

The **FOURTH** Article to the Articles of Incorporation shall be substituted as follows in whole:

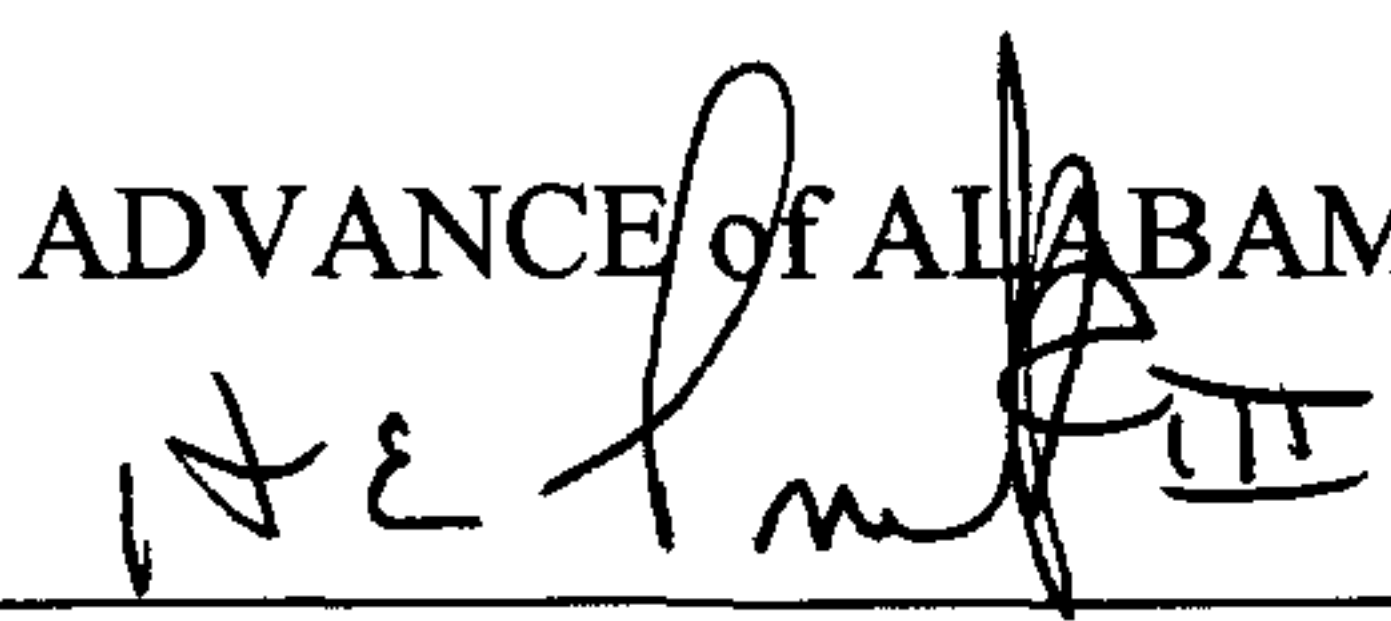
“The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 (one million) shares of common stock of the par value of \$1.00 per share and 100,000 (one hundred thousand) shares of non voting preferred stock of the par value of \$10.00 per share. The amount of capital with which the corporation will begin business will be \$1,000.00 consisting of 1000 shares of common stock of the par value of \$1.00 per share, all of which shall be paid in.”

3. The Amendment to the Articles of Incorporation was approved by a unanimous vote of the Directors and the Shareholders on the 25th day of November, 2003 on which date there were twenty one thousand (21,000) shares outstanding and entitled to vote thereon.

The within Articles of Amendment are being filed in the Office of the Judge of Probate of Shelby County, Alabama, for the purpose of effecting such amendment in accordance with the requirements of Code of Alabama 1975, Section 10-2B-1.25.

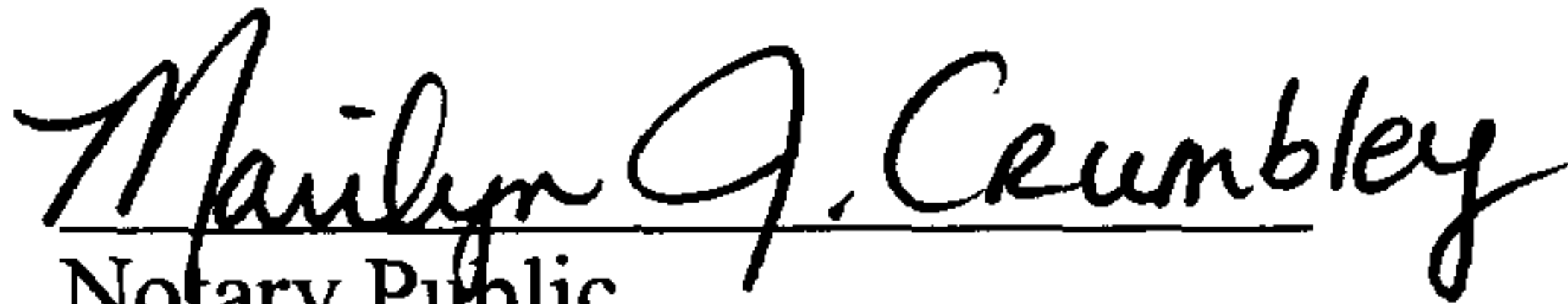
IN WITNESS WHEREOF, the undersigned corporation, by its duly authorized officer and with full authority, has executed this Amendment to Articles as of this 25th day of November 2003.

THRIFTY CHECK ADVANCE of ALABAMA, INC.

By: 

H.E. Smith III
President

Subscribed and sworn to and before me this 1st day of December, 2003.


Notary Public

Notary Public, Alabama State At Large
My Commission Expires September 26, 2007