

Filing Fee: \$150.00  
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 118169



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

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SECRETARY OF STATE  
CORPORATIONS DIV.  
APR 27 10 03 AM '01

**BUSINESS CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Ace Cash Express, Inc. *fil*

2. It is incorporated under the laws of Texas

3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 3/29/82 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1231 Greenway Drive, Ste. 800, Irving, Texas 75038

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street  
(Street Address, not P.O. Box)  
Providence RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)

that address is CT Corporation  
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Check Cashing

8. The names and respective addresses of the directors and officers are:

|                | Name              | Address |
|----------------|-------------------|---------|
| Director       | See attached list |         |
| Director       |                   |         |
| President      |                   |         |
| Vice President |                   |         |
| Treasurer      |                   |         |
| Secretary      |                   |         |

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APR 19 9 32 AM '01

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| Number of Shares  | Class | Series           | Par Value or Statement that Shares are without Par Value |
|-------------------|-------|------------------|--|
| <u>1,000,000</u>  |       | <u>Preferred</u> | <u>\$1.00</u>  |
| <u>20,000,000</u> |       | <u>Common</u>    | <u>\$.01</u>   |

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| Number of Shares | Class | Series           | Par Value or Statement that Shares are without Par Value |
|------------------|-------|------------------|--|
| <u>0</u>         |       | <u>Preferred</u> | <u>\$1.00</u>  |
| <u>9,955,963</u> |       | <u>Common</u>    | <u>\$.01</u>   |

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 36,915,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 0.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0% [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 4/2/01

Ace Cash Express, Inc.

Print Exact Name of Corporation Making Application



April 26, 2001

By [Signature]

President or  Vice President (check one)

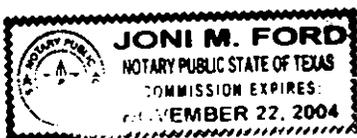
By [Signature] AND [Signature]

Secretary or  Assistant Secretary (check one)

STATE OF Texas

COUNTY OF Dallas

In Irving, Texas, on this 3rd day of April, 2001, personally appeared before me Eric Norrington who, being by me first duly sworn, declared that he/she is the Vice President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



Notary Public  
My Commission Expires: 11-22-04



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## Ace Cash Express, Inc.

### Corporate Officers and Directors

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|   |   |
|---|---|
| <b>Name:</b> Angelot, Connie  | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> Vice President Accounting/Controller                  | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> Briskey, Michael Joseph                                | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> Vice President Finance/Assistant Treasurer            | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> Carter, Theresa J. (T.J.)                              | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> Vice President Human Resources                        | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> Caulk, James Arthur                                    | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> Assistant Vice President Operations Support           | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> Edwards, Joe Brian                                     | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> Vice President Information Systems                    | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> Hemmig, Raymond Charles                                | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> Chairman of the Board/Director                        | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> Lawrence, Mike   | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> Assistant Vice President Information Systems          | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> McCarty, Raymond Edward                                | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> Executive Vice President Operations                   | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> Neustadt, Donald Howard                                | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> Chief Executive Officer                               | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> Norrington, Eric Charles                               | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> Vice President Communication and Government Relations | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> Payne, Marshall Bryan                                  | <b>Business Address:</b> 500 Crescent Court, #250       |
| <b>Title:</b> Director  | <b>City, State, Zip:</b> Dallas, TX 75201               |
| <hr/>   |   |
| <b>Name:</b> Penland, Robert S.                                     | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> Vice President Operations                             | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> Pressler, Susan Ellen                                  | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> Vice President  | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> Rawlings, Mike   | <b>Business Address:</b> 14841 Dallas Parkway           |
| <b>Title:</b> Director  | <b>City, State, Zip:</b> Dallas, TX 75240               |



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## Ace Cash Express, Inc. Corporate Officers and Directors

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|   |   |
|---|---|
| <b>Name:</b> Rose III, Edward Washington                            | <b>Business Address:</b> 500 Crescent Court, Suite 250  |
| <b>Title:</b> Director  | <b>City, State, Zip:</b> Dallas, TX 75201               |
| <hr/>   |   |
| <b>Name:</b> Shipowitz, Jay Barton                                  | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> President/Chief Operating Officer                     | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> Smith, Scott   | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> Vice President Marketing and Business Development     | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> Strong, Wanda Palmer                                   | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> Vice President Cash Management and Operations Control | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> Turner, M. Brent                                       | <b>Business Address:</b> 1231 Greenway Drive, Suite 800 |
| <b>Title:</b> Assistant Vice President Self Service Business        | <b>City, State, Zip:</b> Irving, TX 75038               |
| <hr/>   |   |
| <b>Name:</b> Yost, Charles Daniel                                   | <b>Business Address:</b> 1950 Stemmons Fry., #3026      |
| <b>Title:</b> Director  | <b>City, State, Zip:</b> Dallas, TX 75207               |



# The State of Texas

## SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached are true and correct copies of the following described documents on file in this office:

ACE CASH EXPRESS, INC.  
FILE NO. 601905-00

|  |                    |
|--|--------------------|
| ARTICLES OF INCORPORATION                    | MARCH 29, 1982     |
| ARTICLES OF AMENDMENT                        | APRIL 18, 1983     |
| ARTICLES OF AMENDMENT                        | APRIL 27, 1984     |
| CHANGE OF REGISTERED OFFICE AND/OR AGENT     | JANUARY 6, 1985    |
| CHANGE OF REGISTERED OFFICE AND/OR AGENT     | JULY 22, 1985      |
| ARTICLES OF MERGER                           | MARCH 17, 1987     |
| RESTATED ARTICLES OF INCORPORATION           | APRIL 13, 1987     |
| ARTICLES OF AMENDMENT                        | AUGUST 28, 1989    |
| CHANGE OF REGISTERED OFFICE AND/OR AGENT     | DECEMBER 11, 1990  |
| ARTICLES OF CORRECTION - 2                   | DECEMBER 11, 1990  |
| ARTICLES OF AMENDMENT                        | JANUARY 31, 1991   |
| STATEMENT OF CANCELLATION OF TREASURY SHARES | JUNE 7, 1991       |
| ARTICLES OF AMENDMENT                        | SEPTEMBER 30, 1992 |
| STATEMENT OF CANCELLATION OF TREASURY SHARES | NOVEMBER 12, 1992  |



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on April 6, 2001.*

*Henry Cuellar*

Henry Cuellar VT  
Secretary of State



# The State of Texas

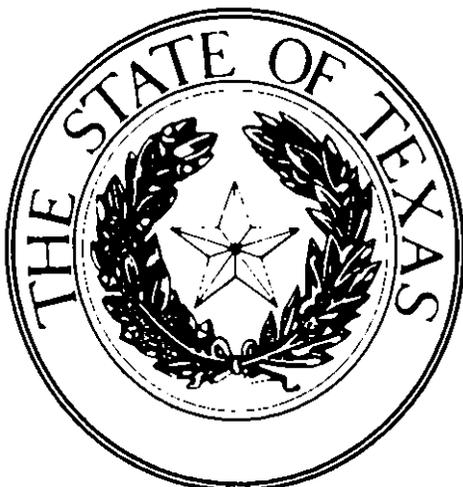
SECRETARY OF STATE

Continued From Page One

ACE CASH EXPRESS, INC.

ASSUMED NAME CERTIFICATE  
ASSUMED NAME CERTIFICATE  
ARTICLES OF AMENDMENT

AUGUST 29, 1994  
DECEMBER 5, 1994  
NOVEMBER 17, 1997



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on April 6, 2001.*

*Henry Cuellar*

Henry Cuellar  
Secretary of State

VT