

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Jul 21 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F95000003942 (8)

1. Corporation Name
ACE CASH EXPRESS, INC.



Principal Place of Business: **1231 GREENWAY DRIVE SUITE 800 IRVING TX 75038**
 Mailing Address: **1231 GREENWAY DRIVE SUITE 800 IRVING TX 75038-7594**

2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Country
24	Country	29	Zip
25		30	Country

3. Date Incorporated or Qualified 08/14/1995	3a. Date of Last Report 03/27/1996
4. FEI Number 75-2142963	Applied for Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
85	Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		
TITLE	D	<input type="checkbox"/> DELETE
NAME	PAYNE, MARSHALL B	
STREET ADDRESS	500 CRESCENT COURT SUITE 250	
CITY-ST-ZIP	DALLAS TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DAVIS, HOWARD W	
STREET ADDRESS	5430 URSUSLA LANE	
CITY-ST-ZIP	DALLAS TX	
TITLE	CFO	<input checked="" type="checkbox"/> DELETE
NAME	LARSON, THOMAS E	
STREET ADDRESS	1231 GREENWAY DR., STE 800	
CITY-ST-ZIP	IRVING TX	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MCCARTY, RAYMOND E	
STREET ADDRESS	1231 GREENWAY DR., STE 800	
CITY-ST-ZIP	IRVING TX	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	MARTIN III, THOMAS J	
STREET ADDRESS	241 SHADY HILL	
CITY-ST-ZIP	RICHARDSON TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ROSE III, EDWARD C	
STREET ADDRESS	500 CRESCENT COURT, STE 250	
CITY-ST-ZIP	DALLAS TX	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	<i>Please see attached list for officers & directors</i>	
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or on an attachment with an address.

SIGNATURE _____

CR2E034 (9/96)



Ace Cash Express, Inc.

Corporate Officers and Directors

Name: Bagnall, Brian Nicholas	BusinessAddress: 1231 Greenway Drive, Suite 800
Title: Vice President - Information Systems	City, State, Zip: Irving, TX 75038
Name: Bartliff, William Fred	BusinessAddress: 1231 Greenway Drive, Suite 800
Title: Vice President - Franchising	City, State, Zip: Irving, TX 75038
Name: Caulk, James Arthur	BusinessAddress: 1231 Greenway Drive, Suite 800
Title: Vice President - Operations Support	City, State, Zip: Irving, TX 75038
Name: Davis, Howard Walter	BusinessAddress: 5430 Ursula Lane
Title: Director	City, State, Zip: Dallas, TX 75229
Name: Detwiler, Sherry Lynn	BusinessAddress: 1231 Greenway Drive, Suite 800
Title: Vice President - Human Resources	City, State, Zip: Irving, TX 75038
Name: Eckel, David Allen	BusinessAddress: 1231 Greenway Drive, Suite 800
Title: Vice President - Western Division	City, State, Zip: Irving, TX 75038
Name: Hemmig, Raymond Charles	BusinessAddress: 1231 Greenway Drive, Suite 800
Title: Chairman of the Board/Director	City, State, Zip: Irving, TX 75038
Name: Maxwell, Michael John	BusinessAddress: 1231 Greenway Drive, Suite 800
Title: Vice President - Eastern Division	City, State, Zip: Irving, TX 75038
Name: McCarty, Raymond Edward	BusinessAddress: 1231 Greenway Drive, Suite 800
Title: Senior Vice President - Operations	City, State, Zip: Irving, TX 75038
Name: Neustadt, Donald Howard	BusinessAddress: 1231 Greenway Drive, Suite 800
Title: President/CEO/Director	City, State, Zip: Irving, TX 75038
Name: Norrington, Eric Charles	BusinessAddress: 1231 Greenway Drive, Suite 800
Title: Vice President - Marketing	City, State, Zip: Irving, TX 75038
Name: Payne, Marshall Bryan	BusinessAddress: 500 Crescent Court, #250
Title: Director	City, State, Zip: Dallas, TX 75209
Name: Pressler, Susan Ellen	BusinessAddress: 1231 Greenway Drive, Suite 800
Title: Vice President/Controller	City, State, Zip: Irving, TX 75038



Ace Cash Express, Inc.
Corporate Officers and Directors

Name: Rose III, Edward Washington

BusinessAddress: 500 Crescent Court, Suite 500

Title: Director

City, State, Zip: Dallas, TX 75209

Name: Shipowitz, Jay Barton

BusinessAddress: 1231 Greenway Drive, Suite 800

Title: Senior Vice President/Chief Financial Officer

City, State, Zip: Irving, TX 75038

Name: Yost, Charles Daniel

BusinessAddress: AT&T Wireless Svcs, Inc., 5757 Alpha Rd.

Title: Director

City, State, Zip: Dallas, TX 75240