

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

FILED
May 20 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 08/14/1995
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 75-2142963
22. City & State	27. City & State	Applied For Not Applicable
23. Zip	28. Zip	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
24. Country	29. Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
25. Country	30. Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		81. Name
		82. Street Address (P.O. Box Number is Not Acceptable)
		83.
		84. City
		FL 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PAYNE, MARSHALL B	1.2 NAME	
STREET ADDRESS	500 CRESCENT COURT SUITE 250	1.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DAVIS, HOWARD W	2.2 NAME	
STREET ADDRESS	5430 URSUSLA LANE	2.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCCARTY, RAYMOND E	3.2 NAME	
STREET ADDRESS	1231 GREENWAY DR., STE 800	3.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROSE III, EDWARD C	4.2 NAME	
STREET ADDRESS	500 CRESCENT COURT, STE 250	4.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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.

Sandra B. Mortham

CR2E034 (10/97)



Ace Cash Express, Inc./Check Express Finance

Corporate Officers and Directors

Name: Caulk, James Arthur	Business Address: 1231 Greenway Drive, Suite 800
Title: Vice President - Operations Support	City, State, Zip: Irving, TX 75038
Name: Davis, Howard Walter	Business Address: 5430 Ursula Lane
Title: Director	City, State, Zip: Dallas, TX 75229
Name: Detwiler, Sherry Lynn	Business Address: 1231 Greenway Drive, Suite 800
Title: Vice President - Human Resources	City, State, Zip: Irving, TX 75038
Name: Eckel, David Allen	Business Address: 1231 Greenway Drive, Suite 800
Title: Vice President - Western Division	City, State, Zip: Irving, TX 75038
Name: Hemmig, Raymond Charles	Business Address: 1231 Greenway Drive, Suite 800
Title: Chairman of the Board/Director	City, State, Zip: Irving, TX 75038
Name: Maxwell, Michael John	Business Address: 1231 Greenway Drive, Suite 800
Title: Vice President - Eastern Division	City, State, Zip: Irving, TX 75038
Name: McCarty, Raymond Edward	Business Address: 1231 Greenway Drive, Suite 800
Title: Senior Vice President - Operations	City, State, Zip: Irving, TX 75038
Name: Neustadt, Donald Howard	Business Address: 1231 Greenway Drive, Suite 800
Title: President/CEO/Director	City, State, Zip: Irving, TX 75038
Name: Norrington, Eric Charles	Business Address: 1231 Greenway Drive, Suite 800
Title: Vice President - Marketing	City, State, Zip: Irving, TX 75038
Name: Payne, Marshall Bryan	Business Address: 500 Crescent Court, #250
Title: Director	City, State, Zip: Dallas, TX 75209
Name: Pressler, Susan Ellen	Business Address: 1231 Greenway Drive, Suite 800
Title: Vice President/Controller	City, State, Zip: Irving, TX 75038
Name: Rose III, Edward Washington	Business Address: 500 Crescent Court, Suite 500
Title: Director	City, State, Zip: Dallas, TX 75209
Name: Shipowitz, Jay Barton	Business Address: 1231 Greenway Drive, Suite 800
Title: Senior Vice President/Chief Financial Officer	City, State, Zip: Irving, TX 75038
Name: Yost, Charles Daniel	Business Address: Allegiance Telecom, 1950 Stemmons Fry., #3026
Title: Director	City, State, Zip: Dallas, TX 75207