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JOEL MAGOLNICK

NationsBank Tower
100 Southeast 2nd Street, 37th Floor
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January 30, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400002423574--5
-02/06/98--01054--002
*****35.00 *****35.00

Attn: Amendment Section

Re: National Pawn Holdings A, Inc./Amendment to Articles of Incorporation

Dear Sir or Madam:

I have enclosed an Amendment to the Articles of Incorporation of National Pawn Holdings A, Inc., along with a check in the amount of \$35.00 for the cost of filing.

If you have any questions, please do not hesitate to contact me.

Sincerely,


Joel S. Magolnick

JSM/sg
Enclosure

VS FEB 9 1998

Amend

FILED
FEB - 9 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

NATIONAL PAWN HOLDINGS A, INC.

FILED
98 FEB -6 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By unanimous vote of the shareholders of the above-named company, the following action was taken on January 21, 1998:

1. Article 2 of the Articles of Incorporation of the Company is hereby amended to reflect that the principal office of the Company is:

1165 West 49th Street
Suite 202
Hialeah, FL 33012


2. Article 4 of the Articles of Incorporation of the Company is hereby amended to reflect that the name and address of the Registered Agent of the Company is:

Joel S. Magolnick, Esq.
3700 NationsBank Tower
100 S.E. 2nd Street
Miami, FL 33131

3. Article 4 of the Articles of Incorporation of the Company is hereby amended to reflect that Henry Ewen is removed as a director of the Company, that Maria Elena Rodriguez is removed as a director of the Company and that the following individual is being added as a director of the Company:

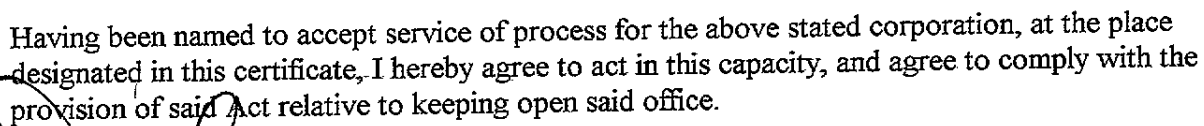
Elena M. Magolnick
100 S.E. 2nd Street
37th Floor
Miami, Florida 33131

The foregoing amendment was unanimously adopted the 21st day of January, 1998.


J. Ramon Rodriguez, President/Secretary

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared J. Ramon Rodriguez, as President and Secretary of the above-named Corporation, to me known to be the person described in and who executed the foregoing instrument, or who has produced Driver's License as identification, and he acknowledged before me that he executed the same for the purposes therein expressed.

County and State last aforesaid this 2
Andres G. Castillo
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE



Joel S. Magolnick