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ARTICLES OF INCORPORATION
OF
CASH AMERICA INVESTMENTS, INC.

FILED
In the Office of the
Secretary of State of Texas
OCT 04 1984
Clert F.
Corporations Section

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I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is CASH AMERICA INVESTMENTS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The nature of the business of the corporation and the objects or purposes to be established, maintained, transacted and carried on by it are as follows:

To do and perform any and all acts and things authorized by Article 2.02 of the Texas Business Corporation Act, or which may be authorized in the future by amendments thereto.

To establish and conduct any other lawful business which can be legally engaged in by a corporation, but all purposes indicated herein shall be without banking or discounting privileges.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have the authority to issue is FORTY MILLION (40,000,000) of a par value of ONE CENT (.01¢) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares in consideration of a value

of a stated sum, which shall be at least ONE THOUSAND DOLLARS (\$1,000.00), consisting of money, labor performed, or property actually received.

ARTICLE SIX

The post office address of its initial registered office is 2900 North Main St., Fort Worth, Texas 76106; and the name of its initial registered agent at such address is Mr. Jack R. Daugherty.

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors is seventeen (17), and the names and addresses of the persons who are to serve as Directors until the First Annual Meeting of the Shareholders or until their successors are elected and qualified are:

Jack R. Daugherty
2900 North Main
Fort Worth, Texas 76106

Clifton H. Morris, Jr.
#1115, 1701 River Run Rd.
Fort Worth, Texas 76107

Donald L. Parcell
#704 One Summit Avenue
Fort Worth, Texas 76102

Orval M. Hall
Route 1, Box 101
Haslet, Texas 76052

Carl F. Motheral
510 Main
Fort Worth, Texas 76104

Tommy A. Singleton
Rt. 2, 8 Canyon Ridge Dr.
Rockwall, Texas 75087

Albert S. Komatsu
602 Roaring Springs
Fort Worth, Texas 76114

Richard G. Allen
4709 Oak Trail
Fort Worth, Texas 76109

Burl B. Daniel
4117 Inwood Road
Fort Worth, Texas 76109

Howard C. Hill
1407 Texas St. 3102
Fort Worth, Texas 76102

Allan L. Miller
#108, One Summit Avenue
Fort Worth, Texas 76102

Richard D. Steed
Post Office Box 6254
Fort Worth, Texas 76115

Samuel W. Rizzo
1929 Allen Parkway
Houston, Texas 77219

R. L. Waltrip
1929 Allen Parkway
Houston, Texas 77219

B. B. Hollingsworth, Jr.
1929 Allen Parkway
Houston, Texas 77219

Dan Feehan
c/o Samuel W. Rizzo
1929 Allen Parkway
Houston, Texas 77219

B. D. Hunter
c/o Samuel W. Rizzo
1926 Allen Parkway
Houston, Texas 77219

ARTICLE EIGHT

No holder of any shares of any class of stock of the corporation shall, as such holder, have any preemptive or preferential right to receive, purchase, or subscribe to (1) any unissued or treasury shares of any class of stock (whether now or hereafter authorized) of the corporation, (2) any obligations, evidences of indebtedness, or other securities of the corporation convertible into or exchangeable for, or carrying or accompanied by any rights to receive, purchase, or subscribe to, any such unissued or treasury shares, (3) any right of subscription to or to receive, or any warrant or option for the purchase of, any of the foregoing securities, (4) any other securities that may be issued or sold by the corporation, other than such (if any) as the Board of Directors of the corporation, in its sole and absolute discretion, may determine from time to time.

ARTICLE NINE

Cumulative voting by the shareholders of the corporation at any election for Directors is expressly prohibited. The shareholders entitled to vote for Directors in such election shall be entitled to cast one vote per directorship for each share held, and no more.

ARTICLE TEN

The name and address of the incorporator is:

Mr. Mark Livingston
Attorney at Law
#703, One Summit Avenue
Ft. Worth, TX 76102

IN WITNESS WHEREOF, I have hereunto set my hand, this 28th
day of September, 1984.



MARK LIVINGSTON

THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

Before me, the undersigned authority, on this day personally
appeared Mark Livingston, who, being by me first duly sworn,
declared that he is the person who signed the foregoing document
as incorporator, and that the statements contained therein are
true and correct.

Given under my hand and official seal on this 28th day of
September, 1984.



Notary Public, in and for
the State of Texas

My Commission Expires:
7/20/88

DONALD L. PARRILL Notary Public
In Tarrant County, for the State of Texas



ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CASH AMERICA INVESTMENTS, INC.

FILED
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Secretary of State of Texas
APR 23 1992
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, as amended (the "Articles of Incorporation"):

ARTICLE I. The name of the corporation is Cash America Investments, Inc.

ARTICLE II. The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on April 22, 1992. The amendment altered ARTICLE ONE to the Articles of Incorporation, and the full text of the revised ARTICLE ONE is as follows:

ARTICLE ONE

The name of the corporation is "Cash America International, Inc."

ARTICLE III. The number of shares of the corporation outstanding at the time of such adoption was 14,196,275 and the number of shares entitled to vote thereon was 14,196,275.

ARTICLE IV. The number of shares voted for such amendment was 11,640,998; and the number of shares voted against such amendment was 8,365.

DATED: April 22, 1992.

CASH AMERICA INVESTMENTS, INC.

By:


Daniel R. Feehan/President