UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15 (d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the Quarter Ended September 30, 2004

Commission File Number: 0-19133

FIRST CASH FINANCIAL SERVICES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(state or other jurisdiction of incorporation or organization)

75-2237318
(IRS Employer Identification No.)

690 East Lamar Blvd., Suite 400
Arlington, Texas
(Address of principal executive offices)

76011
(Zip Code)

Registrant's telephone number, including area code: (817) 460-3947

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ___

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Securities Exchange Act). Yes X No ___

As of November 4, 2004 there were 15,665,490 shares of Common Stock outstanding.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FIRST CASH FINANCIAL SERVICES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2004	September 30, 2003	December 31, 2003
	(unaudited)		
	(in thousands, except share data)		
ASSETS			
Cash and cash equivalents................	$ 12,288	$ 13,665	$ 15,847
Service charges receivable...............	4,527	3,615	3,918
Pawn receivables.........................	24,859	20,457	20,037
Short-term advance receivables, net of allowance of $499, $405 and $497, respectively..........................	14,014	10,532	13,759
Inventories..............................	18,074	15,011	15,588
Prepaid expenses and other current assets	1,303	1,239	964
Income taxes receivable..................	598	2,043	1,613
Total current assets	75,663	66,562	71,726
Property and equipment, net..............	16,767	12,926	14,418
Goodwill.................................	53,237	53,194	53,237
Receivable from Cash & Go, Ltd...........	-	4,943	-
Other....................................	772	612	683
	$146,439	$138,237	$140,064
LIABILITIES AND STOCKHOLDERS' EQUITY			
Accounts payable.........................	$ 604	$ 801	$ 1,054
Accrued expenses.........................	6,776	10,974	9,832
Total current liabilities	7,380	11,775	10,886

Revolving credit facility................	2,000	11,000	6,000
Deferred income taxes payable............	6,855	5,824	5,955
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	16,235	28,599	22,841
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Stockholders' equity:			
Preferred stock; $.01 par value;			
10,000,000 shares authorized	-	-	-
Common stock; $.01 par value;			
90,000,000 shares authorized	161	106	109
Additional paid-in capital	70,811	60,273	63,395
Retained earnings	71,348	52,274	56,734
Common stock held in treasury, at cost	(12,116)	(3,015)	(3,015)
	-------	-------	-------
	130,204	109,638	117,223
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	$146,439	$138,237	$140,064
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The accompanying notes are an integral
part of these condensed consolidated financial statements.

FIRST CASH FINANCIAL SERVICES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended		Nine Months Ended	
	Sept. 30, 2004	Sept. 30, 2003	Sept. 30, 2004	Sept. 30, 2003
	(unaudited, in thousands, except per share amounts)			
Revenues:				
Merchandise sales..........	$ 22,006	$ 17,283	$ 61,103	$ 49,986
Pawn service charges.......	8,998	7,634	25,176	20,796
Short-term advance service charges..................	14,545	11,362	39,187	31,136
Check cashing fees.........	683	670	2,316	2,109
Other......................	312	292	930	876
	46,544	37,241	128,712	104,903
Cost of revenues:				
Cost of goods sold.........	13,603	10,245	36,330	29,570
Short-term advance loss provision................	4,007	3,009	8,413	7,137
Check cashing returned items expense............	50	59	179	151
	17,660	13,313	44,922	36,858
Gross profit................	28,884	23,928	83,790	68,045
Expenses:				
Operating expenses.........	15,353	13,534	44,723	38,089
Interest expense...........	17	108	60	412
Interest income............	(10)	(133)	(42)	(467)
Depreciation	1,073	828	2,982	2,176
Administrative expenses....	4,208	3,110	12,870	10,855
	20,641	17,447	60,593	51,065
Income before income taxes...	8,243	6,481	23,197	16,980
Provision for income taxes...	3,053	2,465	8,583	6,465
Net income..................	$ 5,190	$ 4,016	$ 14,614	$ 10,515
Net income per share:				
Basic	$ 0.33	$ 0.28	$ 0.93	$ 0.77
Diluted	$ 0.31	$ 0.25	$ 0.86	$ 0.68

Earnings per share and outstanding share amounts reflect the Company's three-for-two stock split on April 6, 2004.

The accompanying notes are an integral part of these condensed consolidated financial statements.

FIRST CASH FINANCIAL SERVICES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended	
	Sept. 30, 2004	Sept. 30, 2003
	(unaudited, in thousands)	
Cash flows from operating activities:		
Net income	$ 14,614	$ 10,515
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation	2,982	2,176
Short-term advance loss provision	8,413	7,137
Stock option and warrant income tax benefit	5,859	3,298
Changes in operating assets and liabilities:		
Service charges receivable	(609)	(441)
Inventories	(895)	(518)
Prepaid expenses and other assets	(428)	(127)
Accounts payable and accrued expenses	(3,506)	1,721
Current and deferred income taxes	1,915	(1,033)
Net cash flows from operating activities .	28,345	22,728
Cash flows from investing activities:		
Pawn receivables, net	(6,413)	(4,678)
Short-term advance receivables, net	(8,668)	(6,979)
Purchases of property and equipment	(5,331)	(3,352)
Receivable from Cash & Go, Ltd	-	2,408
Net cash flows from investing activities .	(20,412)	(12,601)
Cash flows from financing activities:		
Proceeds from debt	10,000	-
Repayments of debt	(14,000)	(18,502)
Decrease in notes receivable from officers ...	-	4,228
Purchase of treasury stock	(13,463)	-
Proceeds from exercise of stock options and warrants	5,971	5,077
Net cash flows from financing activities .	(11,492)	(9,197)
Change in cash and cash equivalents...........	(3,559)	930
Cash and cash equivalents at beginning of the period..............................	15,847	12,735
Cash and cash equivalents at end of the period.	$ 12,288	$ 13,665
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	$ 68	$ 471
Income taxes	$ 808	$ 4,215
Supplemental disclosure of non-cash investing activity:		
Non-cash transactions in connection with pawn receivables settled through forfeitures of collateral transferred to inventories	$ 24,842	$ 19,488

The accompanying notes are an integral part
of these condensed consolidated financial statements.

FIRST CASH FINANCIAL SERVICES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Note 1 - Basis of Presentation

The accompanying unaudited condensed consolidated financial statements, including the notes thereto, include the accounts of First Cash Financial Services, Inc. (the "Company") and its wholly owned subsidiaries. In addition, the accompanying consolidated financial statements include the accounts of Cash & Go, Ltd., a Texas limited partnership, which owns financial services kiosks inside convenience stores. The Company has a 50% ownership interest in the partnership, which it has historically accounted for by the equity method of accounting. Effective December 31, 2003, when the Company adopted Financial Accounting Standards Board (FASB) Interpretation No. 46(R) - Consolidation of Variable Interest Entities, the Company's consolidated balance sheet includes the assets and liabilities of Cash & Go, Ltd. The operating results of Cash & Go, Ltd. are included in the Company's consolidated operating results effective for accounting periods beginning January 1, 2004. All significant intercompany accounts and transactions have been eliminated.

Such unaudited consolidated financial statements are condensed and do not include all disclosures and footnotes required by generally accepted accounting principles in the United States of America for complete financial statements. Such interim period financial statements should be read in conjunction with the Company's consolidated financial statements which are included in the Company's December 31, 2003 Annual Report on Form 10-K and as amended on Form 10-K/A. The consolidated financial statements as of September 30, 2004 and for the periods ended September 30, 2004 and 2003 are unaudited, but in management's opinion, include all adjustments (consisting of only normal recurring adjustments) considered necessary to present fairly the financial position, results of operations and cash flows for such interim periods. Operating results for the period ended September 30, 2004 are not necessarily indicative of the results that may be expected for the full fiscal year.

Certain amounts in the prior year comparative presentation in the Condensed Consolidated Statements of Cash Flows have been reclassified between sections of the Condensed Consolidated Statements of Cash Flows in order to be consistent with the presentation utilized for the nine-month period ended September 30, 2004. For the nine-month period ended September 30, 2003, the Company determined that it had incorrectly classified the short-term advance loss provision as an investing activity rather than an operating activity. The effect of the reclassification is to increase cash flows from operating activities and to decrease cash flows from investing activities in the amount of $7,137,000 for the nine-month period ended September 30, 2003. In addition, the Company has reviewed its recording and classification of cash flows arising from the forfeiture and subsequent sale of pawn collateral and determined that investing cash flows representing a return of pawn receivables were incorrectly recorded on the dates of forfeiture rather than on the dates that the forfeited collateral was sold. Accordingly, the reported cash flows for the nine-month period ended September 30, 2003 related to forfeited collateral have been corrected to remove the non-cash impact of increases and decreases in on-hand inventories. The effect of the reclassification is to increase cash flows from operating activities and to decrease cash flows from investing activities in the amount of $845,000 for the nine-month period ended September 30, 2003.

Certain other amounts in prior year comparative presentations have been reclassified in order to conform to the 2004 presentation. All share amounts and earnings per share amounts included in these financial statements reflect a three-for-two stock split effective April 6, 2004.

Note 2 - Revolving Credit Facility

The Company maintains a long-term line of credit with two commercial lenders (the "Credit Facility"). The Credit Facility provides a $25,000,000 long-term line of credit that matures on April 15, 2006 and bears interest at the prevailing LIBOR rate (which was approximately 1.8% at September 30, 2004) plus a fixed interest rate margin of 1.375%. Amounts available under the Credit Facility are limited to 300% of the Company's earnings before income taxes, interest, depreciation and amortization for the trailing twelve months. At September 30, 2004, the Company had $23,000,000 available for additional borrowings. Under the terms of the Credit Facility, the

Company is required to maintain certain financial ratios and comply with certain technical covenants. The Company was in compliance with the requirements and covenants of the Credit Facility as of September 30, 2004 and November 4, 2004. The Company is required to pay an annual commitment fee of 1/8 of 1% on the average daily-unused portion of the Credit Facility commitment. The Company's Credit Facility contains provisions that allow the Company to repurchase stock and/or pay cash dividends within certain parameters. Substantially all of the unencumbered assets of the Company have been pledged as collateral against indebtedness under the Credit Facility.

Note 3 - Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share data):

	Three Months Ended		Nine Months Ended	
	Sept. 30, 2004	Sept. 30, 2003	Sept. 30, 2004	Sept. 30, 2003
Numerator:				
Net income for calculating basic and diluted earnings per share	$ 5,190	$ 4,016	$14,614	$10,515
Denominator:				
Weighted-average common shares for calculating basic earnings per share	15,750	14,300	15,738	13,658
Effect of dilutive securities:				
Stock options and warrants	1,080	2,058	1,330	1,759
Weighted-average common shares for calculating diluted earnings per share	16,830	16,358	17,068	15,417
Basic earnings per share	$ 0.33	$ 0.28	$ 0.93	$ 0.77
Diluted earnings per share	$ 0.31	$ 0.25	$ 0.86	$ 0.68

Earnings per share and outstanding share amounts adjusted to reflect a three-for-two stock split on April 6, 2004.

Note 4 - Employee Stock Incentive Plans

The Company accounts for its employee stock incentive plans under Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees and the related interpretations under Financial Accounting Standards Board (FASB) Interpretation No. 44, Accounting for Certain Transactions Involving Stock Compensation. Accordingly, no stock-based employee compensation cost is reflected in net income as all options and warrants granted had an exercise price equal to the market value of the underlying common stock on the date of grant. In accordance with SFAS No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure, the following table illustrates the effect on net income and earnings per share as if the Company had applied the fair value recognition provisions of SFAS No. 123, Accounting for Stock-Based Compensation, to stock-based employee compensation.

	Three Months Ended		Nine Months Ended	
	Sept. 30, 2004	Sept. 30, 2003	Sept. 30, 2004	Sept. 30, 2003
Net income, as reported	$ 5,190	$ 4,016	$14,614	$10,515
Less: Stock-based employee compensation determined under the fair value requirements of SFAS 123, net of income tax benefits	55	40	2,466	951
Adjusted net income	$ 5,135	$ 3,976	$12,148	$ 9,564
Earnings per share:				
Basic, as reported	$ 0.33	$ 0.28	$ 0.93	$ 0.77
Basic, adjusted	$ 0.33	$ 0.28	$ 0.77	$ 0.70
Diluted, as reported	$ 0.31	$ 0.25	$ 0.86	$ 0.68
Diluted, adjusted	$ 0.31	$ 0.24	$ 0.71	$ 0.62

The fair values were determined using a Black-Scholes option-pricing model using the following assumptions:

	Three Months Ended Sept. 30, 2004	Three Months Ended Sept. 30, 2003	Nine Months Ended Sept. 30, 2004	Nine Months Ended Sept. 30, 2003
Dividend yield	-	-	-	-
Volatility	52.7%	55.1%	52.7%	54.5%
Risk-free interest rate	3.5%	3.5%	3.5%	3.5%
Expected life	5.5 years	7 years	5.5 years	7 years

During the period from January 1, 2004 through September 30, 2004, the Company issued 1,056,992 shares of common stock relating to the exercise of outstanding stock options and warrants for an aggregate exercise price of $11,830,000, including income tax benefit.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

First Cash Financial Services, Inc. (the "Company") is a leading provider of specialty consumer finance products. The Company currently has 278 locations in eleven U.S. states and Mexico and is the nation's third largest publicly traded pawnshop operator. The Company's pawn stores engage in both consumer finance and retail sales activities and are a convenient source for small consumer advances ("pawns"), secured by pledged tangible personal property such as jewelry, electronic equipment, tools, sporting goods and musical equipment. The pawn stores also retail previously-owned merchandise acquired through collateral forfeitures and over-the-counter purchases from customers. Many of the Company's U.S. pawn stores offer short-term, unsecured advances ("short-term advances"), which are also known as payday advances.

The Company also operates stand-alone check cashing/short-term advance stores in several U.S. states. These stores provide a broad range of consumer financial services products, including short-term advances, check cashing, money orders, money transfers and bill payment services. In addition, the Company is a 50% partner in Cash & Go, Ltd., a Texas limited partnership, which currently owns and operates 40 kiosks located inside convenience stores, which offer short-term advances and check cashing.

OPERATIONS AND LOCATIONS

The following table details store openings and closings for the three and nine-month periods ended September 30, 2004:

	Three Months Ended Sept. 30, 2004			Nine Months Ended Sept. 30, 2004		
	Pawn Stores	Check Cashing/ Short-term Advance Stores	Total Stores	Pawn Stores	Check Cashing/ Short-term Advance Stores	Total Stores
Beginning of period count	180	80	260	160	75	235
New stores opened	10	3	13	32	8	40
Closed stores	-	-	-	(2)	-	(2)
Store count at Sept. 30, 2004	190	83	273	190	83	273

The Company's business plan is to continue to expand its operations by opening both new check cashing/short-term advance stores and new pawn stores in selected geographic markets. For the three-month and nine-month periods ended September 30, 2004, the Company's 50% owned joint venture, Cash & Go, Ltd. operated a total of 40 kiosks located inside convenience stores in the state of Texas, which are not included in the above chart. No kiosks were opened or closed during the nine months ended September 30, 2004.

For the quarter ended September 30, 2004, the Company's revenues were derived 47% from merchandise sales, 19% from service charges on pawn loans, 31% from service charges on short-term advances, and 3% from other sources, primarily check cashing fees.

Stores included in the same-store revenue calculations are those stores that were opened prior to the beginning of the prior year comparative fiscal period and are still open. Also included are stores that were relocated during the year within a specified distance serving the same market, where there is not a significant change in store size and where there is not a significant overlap or gap in timing between the opening of the new store and the closing of the existing store. During the periods reported, the Company has not had store expansions that involved a significant change in the size of retail showrooms, and accordingly, no expanded stores have been excluded from the same-store calculations. Sales of scrap jewelry are included in same-store revenue calculations. Revenues from the Cash & Go, Ltd. kiosks are not included in same-store calculations for 2004 as the revenues from the kiosks were not included in the consolidated revenues for fiscal 2003.

Although the Company has had significant increases in revenues due to new store openings in 2003 and 2004 and the consolidation of Cash & Go, Ltd. effective December 31, 2003, the Company has also incurred increases in operating expenses attributable to the additional stores, consolidation of Cash & Go, Ltd. and increases in administrative expenses attributable to additions to the management team and hiring the support personnel required for the Company's growth. Operating expenses consist of all items directly related to the operation of the Company's stores, including salaries and related payroll costs, rent, utilities, equipment depreciation, advertising, property taxes, licenses, supplies and security. Administrative expenses consist of items relating to the operation of the corporate office, including the compensation and benefit costs of corporate officers, area supervisors and other operations management, accounting and administrative costs, information technology costs, liability and casualty insurance, outside legal and accounting fees and stockholder-related expenses.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and related revenues and expenses and disclosure of gain and loss contingencies at the date of the financial statements. Such estimates and assumptions are subject to a number of risks and uncertainties, which may cause actual results to differ materially from the Company's estimates. Both the significant accounting policies which management believes are the most critical to aid in fully understanding and evaluating the reported financial results and the effects of recent accounting pronouncements have been reported in the Company's 2003 Annual Report on Form 10-K.

RESULTS OF OPERATIONS

Three months ended September 30, 2004 compared to the three months ended September 30, 2003

Total revenues increased 25% to $46,544,000 for the three months ended September 30, 2004 ("the Third Quarter of 2004") as compared to $37,241,000 for the three months ended September 30, 2003 ("the Third Quarter of 2003"). The change was comprised of an increase in revenues of $3,107,000 generated by the 65 new pawn and check cashing/short-term advance stores which were opened since July 1, 2003, a same-store increase totaling $5,115,000 at the 208 stores which were in operation during all of the Third Quarter of 2003 and the Third Quarter of 2004, an increase of $1,385,000 related to the consolidation of the 40 Cash & Go, Ltd. kiosks, net of a decrease in revenues of $304,000 from the four stores closed since July 1, 2003. Same-store revenues increased 14% primarily due to the continued maturation of newer stores opened in the first half of 2003 and fiscal 2002. Of the $9,303,000 increase in total revenues, 51%, or $4,723,000, was attributable to increased merchandise sales, 15%, or $1,364,000 was attributable to an increase in pawn service charges, 34%, or $3,183,000 was attributable to an increase in short-term advance service charges, and less than 1% or $33,000 was attributable to other income, comprised primarily of check cashing fees. A significant component of the increase in merchandise sales was non-retail bulk sales of scrap jewelry merchandise, which increased from $2,982,000 in the Third Quarter of 2003 to $5,357,000 in the Third Quarter of 2004. As a percentage of total revenues, merchandise sales increased from 46% to 47% during the Third Quarter of 2003 as compared to the Third Quarter of 2004, pawn service charges decreased from 20% to 19%, short-term advance service fees remained unchanged at 31%, and check cashing fees and other income as a percentage of total revenues remained unchanged at 3% during the Third

Quarter of 2003 and the Third Quarter of 2004.

The pawn receivables balance increased 22% from $20,457,000 at September 30, 2003 to $24,859,000 at September 30, 2004. Of the $4,402,000 increase, an increase of $2,217,000 was attributable to the growth in same-store pawn receivable balances at the stores which were in operation as of September 30, 2004 and 2003, and an increase of $2,380,000 was attributable to the new stores opened since September 30, 2003, net of a decrease of $195,000 at the stores closed since September 30, 2003. The net short-term advance receivables balance increased 33% from $10,532,000 at September 30, 2003 to $14,014,000 at September 30, 2004. Of the $3,482,000 increase, a same-store increase of $1,296,000 was attributable to the growth in short-term advance receivable balances at the stores which were in operation as of September 30, 2004 and 2003, an increase of $794,000 was attributable to the new stores opened since September 30, 2003, an increase of $1,429,000 was attributable to the consolidation of the 40 Cash & Go, Ltd. kiosks, net of a decrease of $37,000 at the stores closed since September 30, 2003. The Company's loss provision reserve on short-term advance receivables increased from $405,000 at September 30, 2003 to $499,000 at September 30, 2004.

Gross profit margins on total merchandise sales were 38% during the Third Quarter of 2004 compared to 41% during the Third Quarter of 2003. This decrease was primarily the result of the increased mix of non-retail bulk sales of scrap jewelry, which is typically sold at lower profit margins. Retail merchandise margins, which exclude bulk scrap jewelry sales, remained unchanged at 45% over the same periods. The Company's loss provision relating to short-term advances increased from $3,009,000 in the Third Quarter of 2003 to $4,007,000 in the Third Quarter of 2004. As a percentage of short-term advance service charge revenues, the loss provision increased from 26% during the Third Quarter of 2003 to 28% during the Third Quarter of 2004. Management considers this increase to be within the expected range of variability.

Operating expenses increased 13% to $15,353,000 during the Third Quarter of 2004 compared to $13,534,000 during the Third Quarter of 2003, primarily as a result of the consolidation of Cash & Go, Ltd.'s operating results and the net addition of 61 pawn and check cashing/short-term advance stores since July 1, 2003, which is a 29% increase in store count. Administrative expenses increased 35% to $4,208,000 during the Third Quarter of 2004 compared to $3,110,000 during the Third Quarter of 2003 primarily as a result of the consolidation of Cash & Go, Ltd.'s operating results and increased costs related to additional administrative personnel, accounting and legal fees, and other expenses necessary to support the Company's growth strategy and increase in store counts. Interest expense decreased to $17,000 in the Third Quarter of 2004 compared to interest expense of $108,000 in the Third Quarter of 2003 as a result of lower average outstanding debt balances during the Third Quarter of 2004. Interest income decreased from $133,000 in the Third Quarter of 2003 to $10,000 in the Third Quarter of 2004, due primarily to the elimination of interest income associated with the consolidation of Cash & Go, Ltd.

For the Third Quarter of 2004 and 2003, the Company's effective federal income tax rates of 37% and 38%, respectively, differed from the statutory tax rate of approximately 34% primarily as a result of state and foreign income taxes.

Nine months ended September 30, 2004 compared to the nine months ended September 30, 2003

Total revenues increased 23% to $128,712,000 for the nine months ended September 30, 2004 ("the Nine-Month 2004 Period") as compared to $104,903,000 for the nine months ended September 30, 2003 ("the Nine-Month 2003 Period"). The change was comprised of an increase in revenues of $10,320,000 generated by the 87 new pawn and check cashing/short-term advance stores which were opened since January 1, 2003, a same-store increase of $10,235,000 at the 186 stores which were in operation during all of the first half of 2003 and the first half of 2004, an increase of $4,259,000 related to the consolidation of the 40 Cash & Go, Ltd. kiosks, net of a decrease in revenues of $1,005,000 from the four stores closed since January 1, 2003. Same store revenues increased 10% primarily due to increased demand for short-term consumer finance products and continued maturation of stores opened in fiscal 2002. Of the $23,809,000 increase in total revenues, 47%, or $11,117,000, was attributable to increased merchandise sales, 18%, or $4,380,000 was attributable to an increase in pawn service charges, 34%, or $8,051,000 was attributable to an increase in short-term advance service charges, and 1% or $261,000 was attributable to an increase in other income, primarily check cashing fees. A significant component of the increase in merchandise sales was non-retail bulk sales of scrap jewelry merchandise, which increased from $7,541,000 in the Nine-Month 2003 Period to $11,779,000 in the Nine-Month 2004 Period. During both the

Nine-Month 2004 Period and the Nine-Month 2003 Period merchandise sales as a percentage of total revenues was 48%, pawn service charges as a percentage of total revenues were 20%, short-term advance service fees as a percentage of total revenues were 30%, and check cashing fees and other income as a percentage of total revenues were 2%.

The pawn receivables balance increased 22% from $20,457,000 at September 30, 2003 to $24,859,000 at September 30, 2004. Of the $4,402,000 increase, an increase of $2,217,000 was attributable to the growth in same-store pawn receivable balances at the stores which were in operation as of September 30, 2004 and 2003, and an increase of $2,380,000 was attributable to the new stores opened since September 30, 2003, net of a decrease of $195,000 at the stores closed since September 30, 2003. The net short-term advance receivables balance increased 33% from $10,532,000 at September 30, 2003 to $14,014,000 at September 30, 2004. Of the $3,482,000 increase, a same-store increase of $1,296,000 was attributable to the growth in short-term advance receivable balances at the stores which were in operation as of September 30, 2004 and 2003, an increase of $794,000 was attributable to the new stores opened since September 30, 2003, an increase of $1,429,000 was attributable to the consolidation of the 40 Cash & Go, Ltd. kiosks, net of a decrease of $37,000 at the stores closed since September 30, 2003. The Company's loss provision reserve on short-term advance receivables increased from $405,000 at September 30, 2003 to $499,000 at September 30, 2004.

Gross profit margins on total merchandise sales were 41% during both the Nine-Month 2004 Period and the Nine-Month 2003 Period. Retail merchandise margins, which exclude bulk scrap jewelry sales, were 45% over the same periods. The Company's loss provision relating to short-term advances increased from $7,137,000 in the Nine-Month 2003 Period to $8,413,000 in the Nine-Month 2004 Period. As a percentage of short-term advance service charge revenues, the loss provision decreased from 23% during the Nine-Month 2003 Period to 22% during the Nine-Month 2004 Period.

Operating expenses increased 17% to $44,723,000 during the Nine-Month 2004 Period compared to $38,089,000 during the Nine-Month 2003 Period, primarily as a result of the consolidation of Cash & Go, Ltd.'s operating results and the net addition of 83 pawn and check cashing/short-term advance stores since January 1, 2003, which is a 44% increase in store count. Administrative expenses increased 19% to $12,870,000 during the Nine-Month 2004 Period compared to $10,855,000 during the Nine-Month 2003 Period primarily as a result of the consolidation of Cash & Go, Ltd.'s operating results, and increased costs related to additional administrative personnel, accounting and legal fees, and other expenses necessary to support the Company's growth strategy and increase in store counts. Interest expense decreased to $60,000 in the Nine-Month 2004 Period compared to interest expense of $412,000 in the Nine-Month 2003 Period as a result of lower average outstanding debt balances during the Nine-Month 2004 Period. Interest income decreased from $467,000 in the Nine-Month 2003 Period to $42,000 in the Nine-Month 2004 Period, due primarily to the elimination of interest income associated with the consolidation of Cash & Go, Ltd.

For the Nine-Month Period of 2004 and 2003, the Company's effective federal income tax rates of 37% and 38%, respectively, differed from the statutory tax rate of approximately 34% primarily as a result of state and foreign income taxes.

LIQUIDITY AND CAPITAL RESOURCES

The Company's operations and store openings have been financed with funds generated from operations, bank and other borrowings, and the issuance of the Company's securities.

The Company maintains a long-term line of credit with two commercial lenders (the "Credit Facility"). The Credit Facility provides a $25,000,000 long-term line of credit that matures on April 15, 2006 and bears interest at the prevailing LIBOR rate (which was approximately 1.8% at September 30, 2004) plus a fixed interest rate margin of 1.375%. Amounts available under the Credit Facility are limited to 300% of the Company's earnings before income taxes, interest, depreciation and amortization for the trailing twelve months. At September 30, 2004, the Company had $23,000,000 available for additional borrowings. Under the terms of the Credit Facility, the Company is required to maintain certain financial ratios and comply with certain technical covenants. The Company was in compliance with the requirements and covenants of the Credit Facility as of September 30, 2004 and November 4, 2004. The Company is required to pay an annual commitment fee of 1/8 of 1% on the average daily-unused portion of the Credit Facility commitment. The Company's Credit Facility contains provisions that allow the Company to repurchase stock and/or pay cash dividends within certain parameters. Substantially all of the unencumbered assets of the Company have been pledged as collateral against indebtedness under the Credit

Facility.

As of September 30, 2004, the Company's primary sources of liquidity were $12,288,000 in cash and cash equivalents, $43,400,000 in receivables, $18,074,000 in inventories and $23,000,000 of available and unused funds under the Company's Credit Facility. The Company had working capital of $68,283,000 as of September 30, 2004, and total equity exceeded total liabilities by a ratio of 8 to 1.

The Company utilized positive cash flows from operations in the Nine-Month 2004 Period to fund investing and financing activities primarily related to opening new stores and the reduction of debt. Net cash provided by operating activities of the Company during the nine months ended September 30, 2004 was $28,345,000, consisting primarily of net income of $14,614,000 plus non-cash adjustments for depreciation, short-term advance loss provision and stock option and warrant income tax benefit of $2,982,000, $8,413,000 and $5,859,000 respectively, net of an increase in service charge receivables, inventory and prepaid assets of $609,000, $895,000 and $428,000 respectively, a decrease in accounts payable and accrued expenses of $3,506,000, net of a change in tax balances of $1,915,000. Net cash used by investing activities during the nine months ended September 30, 2004 was $20,412,000, which was primarily comprised of net cash outflows from pawn receivable activity of $6,413,000, net cash outflows from short-term advance receivable activity of $8,668,000, and cash paid for fixed asset additions of $5,331,000. The opening of 40 new stores during the Nine-Month 2004 period contributed significantly to the volume of fixed asset additions. Net cash used by financing activities was $11,492,000 during the nine months ended September 30, 2004, which primarily consisted of a net decrease in the Company's debt of $4,000,000, purchases of treasury stock in the amount of $13,463,000, net of proceeds from exercises of stock options and warrants of $5,971,000.

For purposes of its internal liquidity assessments, the Company considers net cash changes in pawn receivables and short-term advance receivables to be closely related to operating cash flows. For the Nine-Month 2004 Period the total cash flows from operations were $28,345,000, while net cash outflows related to pawn receivable activity and short-term advance receivable activity were $6,413,000 and $8,668,000, respectively. The combined net cash flows from operations and pawn and short-term advance receivables totaled $13,264,000 for the Nine-Month 2004 Period. For the comparable Nine-Month 2003 Period, cash flows from operations were $22,728,000 and net cash outflows related to pawn receivables and short-term advance receivables were $4,678,000 and $6,979,000, respectively. The combined net cash flows from operations and pawn and short-term advance receivables totaled $11,071,000 for the Nine-Month 2003 Period.

The profitability and liquidity of the Company is affected by the amount of pawn receivables outstanding, which is controlled in part by the Company's pawn lending decisions. The Company is able to influence the frequency of pawn redemptions by increasing or decreasing the amount advanced in relation to the resale value of the pawned property. Tighter credit decisions generally result in smaller pawn advances in relation to the estimated resale value of the pledged property and can thereby decrease the Company's aggregate pawn receivable balance and, consequently, decrease pawn service charges. Additionally, small advances in relation to the pledged property's estimated resale value tend to increase pawn redemptions and improve the Company's liquidity. Conversely, providing larger pawns in relation to the estimated resale value of the pledged property can result in an increase in the Company's pawn service charge income. Also, larger average pawn balances can result in an increase in pawn forfeitures, which increases the quantity of goods on hand and, unless the Company increases inventory turnover, reduces the Company's liquidity. The Company's renewal policy allows customers to renew pawns by repaying all accrued interest on such pawns, effectively creating a new pawn transaction.

The amount of short-term advances outstanding and the related loss provision also affect the profitability and liquidity of the Company. An allowance for losses is provided on active short-term advances and service charges receivable, based upon expected default rates, net of estimated future recoveries of previously defaulted short-term advances and service charges receivable. The Company considers short-term advances to be in default if they are not repaid on the due date, and writes off the principal amount and service charges receivable as of the default date, leaving only active receivables in the reported balances. Net defaults and changes in the short-term advance allowance are charged to the short-term advance loss provision.

In addition to these factors, merchandise sales and the pace of store expansions affect the Company's liquidity. Management believes that cash generated from operations should be sufficient to accommodate the Company's current operations for Fiscal 2004. The Company has no significant capital commitments. The Company currently has no written commitments for additional borrowings or future acquisitions; however, the Company intends to continue to grow and may seek additional capital to facilitate expansion.

While the Company continually looks for, and is presented with potential acquisition candidates, the Company has no definitive plans or commitments for further acquisitions. The Company will evaluate acquisitions, if any, based upon opportunities, acceptable financing, purchase price, strategic fit and qualified management personnel. If the Company encounters an attractive opportunity to acquire or open additional new stores in the near future, the Company may seek additional financing, the terms of which will be negotiated on a case-by-case basis.

CAUTIONARY STATEMENT REGARDING RISKS AND UNCERTAINTIES THAT MAY AFFECT FUTURE RESULTS

Forward-Looking Statements

This quarterly report may contain forward-looking statements about the business, financial condition and prospects of First Cash Financial Services, Inc. Forward-looking statements can be identified by the use of forward-looking terminology such as "believes," "projects," "expects," "may," "estimates," "should," "plans," "intends," or "anticipates" or the negative thereof, or other variations thereon, or comparable terminology, or by discussions of strategy. Forward-looking statements in this quarterly report include, without limitation, the earnings per share discussion, the expectation for additional store openings, the expected impact of stock repurchases and the expectation for future operating cash flows necessary to fund store openings. These statements are made to provide the public with management's assessment of the Company's business. Although the Company believes that the expectations reflected in forward-looking statements are reasonable, there can be no assurances that such expectations will prove to be accurate. Security holders are cautioned that such forward-looking statements involve risks and uncertainties. The forward-looking statements contained in this release speak only as of the date of this statement, and the Company expressly disclaims any obligation or undertaking to release any updates or revisions to any such statement to reflect any change in the Company's expectations or any change in events, conditions or circumstance on which any such statement is based. Certain factors may cause results to differ materially from those anticipated by some of the statements made in this release. Such factors are difficult to predict and many are beyond the control of the Company, but may include changes in regional, national or international economic conditions, the ability to open and integrate new stores, the ability to maintain favorable banking relationships as it relates to short-term lending products, changes in governmental regulations, unforeseen litigation, changes in interest rates, changes in tax rates or policies, changes in gold prices, changes in foreign currency exchange rates, future business decisions, and other uncertainties.

Regulatory Changes

The Company is subject to extensive regulation in most jurisdictions in which it operates, including jurisdictions that regulate pawn lending, short-term advance activities and check cashing. The Company's pawnshop and short-term advance operations in the United States are subject to, and must comply with, extensive regulation, supervision and licensing from various federal, state and local statutes, ordinances and regulations. These statutes prescribe, among other things, the general terms of the loans and the service charges and/or interest rates that may be charged. These regulatory agencies have broad discretionary authority. The Company is also subject to federal and state regulation relating to the reporting and recording of certain currency transactions. The Company's pawnshop operations in Mexico are also subject to, and must comply with, general business, tax and consumer protection regulations from various federal, state and local governmental agencies in Mexico. There can be no assurance that additional state or federal statutes or regulations in either the United States or Mexico will not be enacted or that existing laws and regulations will not be amended at some future date which could inhibit the ability of the Company to offer pawn loans and short-term advances, significantly decrease the service charges for lending money, or prohibit or more stringently regulate the sale of certain goods, any of which could cause a significant adverse effect on the Company's future prospects. The overall regulatory environment is described more fully in the Company's 2003 Annual Report on Form 10-K. Additional information related to federal and state regulation of short-term advances is provided below.

The U.S. Office of Comptroller of the Currency has effectively eliminated the ability of nationally chartered banks to establish or maintain relationships with loan servicers in order to make out-of-state short-term advance loans. The Company does not currently maintain nor intend in the future to establish loan-servicing relationships with nationally chartered banks. The Federal Deposit Insurance Corporation, ("FDIC"), which regulates the ability of state chartered banks to enter into relationships with loan servicers, enacted new examiner guidelines in July 2003 under which such arrangements are permitted. Texas is the only state in which the Company functions as loan servicer through a relationship with a state chartered bank, County Bank of Rehoboth Beach, Delaware, that is subject to the new FDIC examiner guidelines. The ultimate effect of the new guidelines, which are currently being implemented, on the Company's ability to offer short-term advances in Texas under its current loan servicing arrangement with County Bank is unknown at this time. If the implementation of the FDIC's new guidelines were to ultimately restrict the ability of all or certain state banks to maintain relationships with loan servicers or restrict the ability of the Company to attract or retain customers for County Bank, it could have a materially adverse impact on the Company's operations and financial results.

Legislation and regulatory developments at a state level continue to affect consumer-lending activities. While some states have recently enacted legislation that is favorable to short-term advance providers, other states are restricting, or attempting to restrict, short-term advance lending activities. The Company intends to continue, with others in the short-term advance industry, to oppose legislative or regulatory action that would prohibit or restrict short-term advances. If legislative or regulatory action with that effect were taken at the state level in states such as Texas, in which the Company has a significant number of stores, that action could have a material adverse effect on the Company's short-term advance-related activities and revenues.

Other

Certain factors may cause results to differ materially from those anticipated by some of the statements made in this report. Such factors are difficult to predict and many are beyond the control of the Company, but may include changes in regional, national or international economic conditions, changes in competition from various sources including both financial services entities and retail businesses, the ability to integrate new stores, changes in governmental regulations, unforeseen litigation, changes in capital markets, changes in interest rates, changes in tax rates or policies, the ability to maintain a loan servicing relationship with an out-of-state bank necessary to generate service charges from short-term advances in the Texas market, future business decisions, changes in gold prices, changes in foreign currency exchange rates, other risks indicated in the Company's 2003 Annual Report to Stockholders and other uncertainties.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risks relating to the Company's operations result primarily from changes in interest rates, gold prices and foreign currency exchange rates and are described in detail in the Company's 2003 Annual Report on Form 10-K. The Company does not engage in speculative or leveraged transactions, nor does it hold or issue financial instruments for trading purposes. There have been no material changes to the Company's exposure to market risks since December 31, 2003.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Accordingly, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, management of the Company has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of September 30, 2004. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2004, the Company's disclosure controls and procedures are effective in timely alerting them to the material information relating to the Company required to be included in its periodic filings with the Securities and Exchange Commission.

(b) Changes in Internal Control Over Financial Reporting

There has been no significant change in the Company's internal control over financial reporting that was identified in connection with management's evaluation, as described above, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There have been no material developments in the litigation and arbitration "previously reported" in the Company's 2003 Annual Report to Stockholders filed on Form 10-K.

ITEM 2. CHANGES IN SECURITIES

During the period from January 1, 2004 through November 4, 2004, the Company issued 719,367 shares of common stock relating to the exercise of outstanding stock warrants for an aggregate exercise price of $7,500,000 (including income tax effect). During the period from January 1, 2004 through November 4, 2004, the Company issued 499,500 shares of common stock relating to the exercise of outstanding stock options for an aggregate exercise price of $7,046,000 (including income tax effect) and issued options to purchase 454,500 shares of common stock at an average exercise price of $19.33, expiring in ten years.

The transactions set forth in the above paragraphs were completed pursuant to either Section 4(2) of the Securities Act or Rule 506 of Regulation D of the Securities Act. With respect to issuances made pursuant to Section 4(2) of the Securities Act, the transactions did not involve any public offering and were sold to a limited group of persons. Each recipient either received adequate information about the Company or had access, through employment or other relationships, to such information, and the Company determined that each recipient had such knowledge and experience in financial and business matters that they were able to evaluate the merits and risks of an investment in the Company. With respect to issuances made pursuant to Rule 506 of Regulation D of the Securities Act, the Company determined that each purchaser was an "accredited investor" as defined in Rule 501(a) under the Securities Act. All sales of the Company's securities were made by officers of the Company who received no commission or other remuneration for the solicitation of any person in connection with the respective sales of securities described above. The recipients of securities represented their intention to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof and appropriate legends were affixed to the share certificates and other instruments issued in such transactions.

On July 15, 2004 the Board of Directors authorized the repurchase of up to 1,600,000 shares of common stock. During the period from July 16, 2004 through November 4, 2004, the Company repurchased 623,000 shares of common stock at an average price of $19.46 per share under the stock repurchase program approved by the Board of Directors.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(1) Exhibits:

3 Amended and Restated Certificate of Incorporation to Increase the Number of Authorized Shares of Common Stock from 20,000,000 to 90,000,000

31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act provided by Phillip E. Powell, Chief Executive Officer

31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley

Act provided by R. Douglas Orr, Chief Financial Officer

32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 provided by Phillip E. Powell, Chief Executive Officer and R. Douglas Orr, Chief Financial Officer

(2) Reports on Form 8-K:

July 15, 2004	Issuance of Press Release Announcing Operating Results for the Quarter Ended June 30, 2004
	Item 7. Financial Statements and Exhibits
	Item 9. Regulation FD Disclosure
	Item 12. Results of Operations and Financial Condition
July 15, 2004	Issuance of Press Release Announcing Stock Repurchase Program
	Item 5. Other Events and Regulation FD Disclosure
	Item 7. Financial Statements and Exhibits

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: November 4, 2004

FIRST CASH FINANCIAL SERVICES, INC.

(Registrant)

/s/ PHILLIP E. POWELL

Phillip E. Powell
Chief Executive Officer

/s/ R. DOUGLAS ORR

R. Douglas Orr
Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
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EXHIBIT 3

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF FIRST CASH FINANCIAL SERVICES, INC.

First Cash Financial Services, Inc., a Delaware corporation (the "Corporation"), which was originally incorporated under the name of First Cash Acquisition, Inc. on April 24, 1991, hereby adopts the following Amended and Restated Certificate of Incorporation pursuant to Sections 242 and 245 of the Delaware General Corporation Law:

ARTICLE I

The name of the Corporation shall be First Cash Financial Services, Inc.

ARTICLE II

The original Restated Certificate of Incorporation was filed in the office of the Secretary of State of Delaware on November 30, 1992.

ARTICLE III

The address of the Corporation's registered office in the State of Delaware is 919 Market Street, Suite 1600, Wilmington, New Castle County, Delaware 19801, and the name of its registered agent at such address is The Delaware Corporation Agency, Inc.

ARTICLE IV

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE V

The period of duration of the Corporation is perpetual.

ARTICLE VI

The total number of shares of stock which the Corporation shall have authority to issue is 100,000,000 consisting of 90,000,000 shares of common stock, par value $.01 per share (the "Common Stock"), and 10,000,000 shares of preferred stock, par value $.01 per share (the "Preferred Stock").

Shares of Preferred Stock of the Corporation may be issued from time to time in one or more classes or series, each of which class or series shall have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of such class or series of Preferred Stock as may be adopted from time to time by the board of directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in it, all in accordance with the laws of the State of Delaware.

ARTICLE VII

The business and affairs of the Corporation shall be managed by or under the direction of the board of directors consisting of not less than one nor more than 15 directors, the exact number of directors to be determined from time to time by resolution adopted by the board of directors. The directors of the Corporation shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as possible, of one-third of the total number of directors constituting the entire board of directors. The term of office of the Class III directors will expire at the annual meeting of stockholders next ensuing; the term of the Class II directors will expire one year thereafter; and the term of office of the Class I directors will expire two years thereafter. Beginning with the next annual meeting of stockholders, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional directors of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any vacancy on the board of directors howsoever resulting, may be filled by a majority of the directors then in office, even if less than a quorum, or by the sole remaining director. Any director elected to fill a vacancy shall hold office for a term that shall coincide with the term of the class to which such director shall have been elected.

Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling vacancies and other features of such directorships shall be governed by the terms of this Certificate of Incorporation or the resolution or resolutions adopted by the board of directors pursuant to Article VI hereof, and such directors so elected shall not be divided into classes pursuant to this Article VII, unless expressly provided by such terms.

Subject to the rights, if any, of the holders of shares of Preferred Stock then outstanding, any or all of the directors of the Corporation may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of a majority of the outstanding shares of the Corporation then entitled to vote generally in the election of directors, considered for purposes of this Article VII as one class.

The foregoing Article may be amended, altered, repealed or rescinded by the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the outstanding stock of the Corporation entitled to vote.

ARTICLE VIII

Any action required or permitted to be taken at any annual or special meeting of stockholders may be taken only upon the vote of the stockholders at an annual or special meeting duly noticed and called, as provided in the Bylaws of the Corporation, and may not be taken by a written consent of the stockholders pursuant to the Delaware General Corporation Law.

ARTICLE IX

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which such director derived an improper personal benefit.

ARTICLE X

(a) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators: provided, however, that, except as provided in paragraph (b) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition: provided, however, that, if the Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. The Corporation may, by action of its board of directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b) If a claim under paragraph (a) of this Article is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Law, nor an actual determination by the Corporation (including its board of directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

(d) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Law.

ARTICLE XI

Whenever the Corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the Corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the Certificate of Incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders, except as the provisions of the Law shall otherwise require.

ARTICLE XII

The appraisal rights afforded by Section 262 of the Law, subject to the duties and limitations therein contained, shall attach to any proposed amendment of this Certificate of Incorporation which shall attempt to impose, directly or indirectly, personal liability for the debts of the Corporation on any stockholder or stockholders.

ARTICLE XIII

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under Section 279 of Title 8 of the Delaware

Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class or creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE XIV

In furtherance of, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to adopt, repeal, alter, amend or rescind the Bylaws of the Corporation.

ARTICLE XV

The Corporation reserves the right to repeal, alter, amend, or rescind any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XVI

The foregoing Amended and Restated Certificate of Incorporation was proposed by the board of directors and adopted by the stockholders in the manner and by the vote prescribed by Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned Delaware corporation has caused this Amended and Restated Certificate of Amendment to be signed by its President and Secretary this the 8th day of July 2004.

First Cash Financial Services, Inc.

/s/Rick L. Wessel
President and Secretary

EXHIBIT 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT

I, Phillip E. Powell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of First Cash Financial Services, Inc. (the "Registrant);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2004

/s/ PHILLIP E. POWELL

Phillip E. Powell
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT

I, R. Douglas Orr, certify that:

1. I have reviewed this quarterly report on Form 10-Q of First Cash Financial Services, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2004

/s/ R. DOUGLAS ORR

R. Douglas Orr
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of First Cash Financial Services, Inc. (the "Company") on Form 10-Q for the quarterly period ended September 30, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Phillip E. Powell and R. Douglas Orr certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to our knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 4, 2004

/s/ PHILLIP E. POWELL

Phillip E. Powell
Chief Executive Officer

/s/ R. DOUGLAS ORR

R. Douglas Orr
Chief Financial Officer