

**CERTIFICATE OF INCORPORATION  
OF  
ASTA FUNDING, INC.**

**FIRST:** The name of the Corporation is ASTA FUNDING, INC (hereinafter the "Corporation").

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is 32 Lockerman Square, Suite L-100 City of Dover, County of Kent. The name of its registered agent at that address is The Prentice-Hall Corporation System, Inc.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is 10,000,000 shares of Common Stock, par value one cent (\$.01) per share.

**FIFTH:** The name and mailing address of the Sole Incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Madeline A. Stirber	250 Park Avenue New York, NY 10177

**SIXTH:** The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (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) for unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the GCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the GCL shall hereafter be amended so as to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the GCL, as then amended. Any repeal or modification of this Article SIXTH (4) by the stockholders of the Corporation shall not adversely affect any right of protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) The directors of the Corporation in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or ratified by the vote of the holders of a majority of the voting power of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(6) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

**SEVENTH:** (a) The Corporation shall indemnify and hold harmless each director and officer of the Corporation and all of such directors and officers to the fullest extent permitted by the GCL as the same currently exists or may hereafter be amended.

(b) Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding brought by any party other than the Corporation against any

such officer, director or any person who has ceased to serve as such, in respect of any such person's acts or actions in his official capacity with the Corporation, shall be advanced by the Corporation prior to final disposition of the action.

(e) The indemnification and advancement of expenses provided by this Article SEVENTH shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors, or otherwise, and shall inure to the benefit of the heirs, executors and administrators of any person entitled to indemnification to the fullest extent permitted by the GCL as the same currently exists or may hereafter be amended.

**EIGHTH:** Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

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

I, THE UNDERSIGNED, being the Sole Incorporator heretofore named, for the purpose of forming a corporation pursuant to the GCL, do ~~execute~~ this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have herunto set my hand this 2 day of August, 1995.

Madelin A. Stirber  
Madelin A. Stirber, Sole Incorporator

Asta Funding, Inc.  
Form 10-QSB March 31, 2002  
Exhibit 3.1 (a)

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
ASTA FUNDING, INC.

Asta Funding, Inc. (the "Corporation"), a Delaware corporation, hereby certifies as follows:

1. The name of the Corporation is Asta Funding, Inc.
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on August 2, 1995.
3. Article FOURTH of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:  
  
"FOURTH: The total number of shares of all classes of capital  
  
Common share  
  
stock which the Corporation has the authority to issue is 35,000,000 shares, consisting of 30,000,000 shares of Stock, par value \$.01 per share (the "Common Stock"), and 5,000,000 shares of Preferred Stock, par value \$.01 per (the "Preferred Stock").

The following is a statement of the relative powers, designations, preferences, special rights, privileges, qualifications, limitations, restrictions and other matters pertaining to the Common Stock and the Preferred Stock.

A. Common Stock.

- (1) General. All shares of Common Stock will be identical and rights  
  
will entitle the holders thereof to the same rights and privileges. The voting, dividend, liquidation and other  
  
of the holders of the Common Stock are subject to, and qualified by, the rights of the holders of the Preferred Stock, if any.

- (2) Voting. The holders of Common Stock will be entitled to one vote per share on all matters to be voted by the Corporation's stockholders, except as otherwise required by law. Except as provided by law or this Certificate of Incorporation, holders of Common Stock shall vote together with the holders of Preferred Stock as a single class on

all

matters. There shall be no cumulative voting.

(3) Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor if, as

and

when determined by the Board of Directors in its sole discretion, subject to provisions of law, the provisions of this Certificate of Incorporation, and the relative rights

and

preferences of any shares of Preferred Stock authorized and issued hereunder.

(4) Liquidation. In the event of any liquidation,

dissolution

or winding up of the affairs of the Corporation, the

holders

of the Common Stock shall be entitled, subject to the

rights

and preferences, if any, of any holders of shares of

Preferred

Stock authorized and issued hereunder, to share, ratably in proportion to the number of shares of Common Stock held by them, in the remaining assets of the Corporation available

for

distribution to its stockholders.

<PAGE>

B. Preferred Stock.

The board of directors is authorized to issue the Preferred Stock from time to time in one or more classes or series thereof, each such class or series to have voting powers

(if

any), conversion (if any), designations, preferences and relating, participating, optional or other special rights,

and

such qualifications, limitations or restrictions thereof,

as

shall be determined by the board of directors and stated

and

expressed in a resolution or resolutions thereof providing

for

the issuance of such Preferred Stock."

4. This Certificate of Amendment to the Certificate of Incorporation of the Corporation has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Asta Funding, Inc. has caused this certificate to be signed by Gary Stern, its President, on the 7th day of May, 2002.

ASTA FUNDING, INC.

---

President

By: /s/ Gary Stern

-----  
Gary Stern,

Asta Funding, Inc.  
Form 10-QSB March 31, 2002  
Exhibit 3.1 (a)

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
ASTA FUNDING, INC.

Asta Funding, Inc. (the "Corporation"), a Delaware corporation,  
hereby  
certifies as follows:

1. The name of the Corporation is Asta Funding, Inc.
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on August 2, 1995.
3. Article FOURTH of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"FOURTH: The total number of shares of all classes of capital  
Common  
share  
stock which the Corporation has the authority to issue is 35,000,000 shares, consisting of 30,000,000 shares of  
Stock, par value \$.01 per share (the "Common Stock"), and 5,000,000 shares of Preferred Stock, par value \$.01 per  
(the "Preferred Stock").

The following is a statement of the relative powers, designations, preferences, special rights, privileges, qualifications, limitations, restrictions and other matters pertaining to the Common Stock and the Preferred Stock.

A. Common Stock.

(1) General. All shares of Common Stock will be identical  
and  
rights  
will entitle the holders thereof to the same rights and privileges. The voting, dividend, liquidation and other  
of the holders of the Common Stock are subject to, and qualified by, the rights of the holders of the Preferred Stock, if any.

(2) Voting. The holders of Common Stock will be entitled to one vote per share on all matters to be voted by the Corporation's stockholders, except as otherwise required by

all

law. Except as provided by law or this Certificate of Incorporation, holders of Common Stock shall vote together with the holders of Preferred Stock as a single class on matters. There shall be no cumulative voting.

and

(3) Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor if, as

and

when determined by the Board of Directors in its sole discretion, subject to provisions of law, the provisions of this Certificate of Incorporation, and the relative rights preferences of any shares of Preferred Stock authorized and issued hereunder.

dissolution

(4) Liquidation. In the event of any liquidation,

holders

or winding up of the affairs of the Corporation, the

rights

of the Common Stock shall be entitled, subject to the

Preferred

and preferences, if any, of any holders of shares of

for

Stock authorized and issued hereunder, to share, ratably in proportion to the number of shares of Common Stock held by them, in the remaining assets of the Corporation available

<PAGE>

distribution to its stockholders.

B. Preferred Stock.

(if

The board of directors is authorized to issue the Preferred Stock from time to time in one or more classes or series thereof, each such class or series to have voting powers

and

any), conversion (if any), designations, preferences and relating, participating, optional or other special rights,

as

such qualifications, limitations or restrictions thereof,

and

shall be determined by the board of directors and stated

for

expressed in a resolution or resolutions thereof providing

the issuance of such Preferred Stock."

4. This Certificate of Amendment to the Certificate of Incorporation of the Corporation has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Asta Funding, Inc. has caused this certificate to be signed by Gary Stern, its President, on the 7th day of May, 2002.



ASTA FUNDING, INC.

By: /s/ Gary Stern

-----  
Gary Stern,

---  
President

CERTIFICATE OF DESIGNATION  
OF  
SERIES A JUNIOR PREFERRED STOCK  
OF  
ASTA FUNDING, INC.

---

Pursuant to Section 151 of the  
General Corporation Law of  
the State of Delaware

---

Asta Funding, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

That, pursuant to authority conferred by the Corporation's Certificate of Incorporation, as amended, and by the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation (the "Board"), at a duly called meeting held on August 20, 2012, at which a quorum was present and acted throughout, adopted the following resolutions, which resolutions remain in full force and effect on the date hereof, creating a series of Thirty Thousand (30,000) shares of Preferred Stock, \$0.01 par value, designated as Series A Junior Participating Preferred Stock:

RESOLVED, that pursuant to the authority vested in the Board in accordance with the provisions of the Certificate of Incorporation, as amended, of the Corporation and Section 151(g) of the General Corporation Law of the State of Delaware, the Board does hereby create, authorize and provide for the issuance of a series of Preferred Stock, \$0.01 par value, of the Corporation, designated as "Series A Junior Participating Preferred Stock," having the voting powers, designation, preferences and relative, participating, optional and other special rights, and qualifications, limitations and restrictions thereof that are set forth as follows:

Section 1. Designation and Amount. The shares of such class shall be designated as "Series A Junior Participating Preferred Stock" (the "Series A Preferred Stock") and the number of shares constituting such class shall be Thirty Thousand (30,000). Such number of shares may be increased or decreased by resolution of the Board of Directors, provided, however that no such decrease shall reduce the number of shares of the Series A Preferred Stock to a number less than the number of shares then outstanding, plus the number reserved for issuance upon the exercise of options, rights or warrants, or upon conversion of any outstanding securities issued by the Corporation convertible into Series A Preferred Stock.

---

Section 2. Dividends and Distributions. (A) Subject to the prior and superior rights of the holders of any shares of any other class or series of Preferred Stock of the Corporation ranking prior and superior to the shares of Series A Preferred Stock with respect to dividends, each holder of a share (a “Share”) of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for that purpose, (i) quarterly dividends payable in cash on the last day of March, June, September, and December in each year (each such date being a “Quarterly Dividend Payment Date”), commencing on the first Quarterly Dividend Payment Date after the first issuance of such Share of Series A Preferred Stock, in an amount per Share (rounded to the nearest cent) equal to the greater of (a) \$1.00 or (b) subject to the provision for adjustment hereinafter set forth, 1,000 times the aggregate per share amount of all cash dividends declared on shares of the Common Stock since the immediately preceding Quarterly Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of a Share of Series A Preferred Stock, and (ii) subject to the provision for adjustment hereinafter set forth, quarterly distributions (payable in kind) on each Quarterly Dividend Payment Date in an amount per Share equal to 1,000 times the aggregate per share amount of all non-cash dividends or other distributions (other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock, by reclassification or otherwise) declared on shares of Common Stock since the immediately preceding Quarterly Dividend Payment Date, or with respect to the first Quarterly Dividend Payment Date, since the first issuance of a Share of Series A Preferred Stock. In the event that the Corporation shall at any time after the Rights Dividend Declaration Date (as that term is defined in the Stockholders Rights Agreement dated August 23, 2012 by and between the Corporation and American Stock Transfer & Trust Co., LLC) (i) declare any dividend on outstanding shares of Common Stock payable in shares of Common Stock, (ii) subdivide outstanding shares of Common Stock or (iii) combine outstanding shares of Common Stock into a smaller number of shares, then in each such case the amount to which the holder of a Share of Series A Preferred Stock was entitled immediately prior to such event pursuant to the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which shall be the number of shares of Common Stock that are outstanding immediately after such event and the denominator of which shall be the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Corporation shall declare a dividend or distribution on Shares of Series A Preferred Stock as provided in paragraph (A) above immediately after it declares a dividend or distribution on the shares of Common Stock (other than a dividend or distribution payable in shares of Common Stock); provided, however, that in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Date, a dividend of \$1.00 per Share on the Series A Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

2

---

(C) Dividends shall begin to accrue and shall be cumulative on each outstanding Share of Series A Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issuance of such Share of Series A Preferred Stock, unless the date of issuance of such Share is prior to the record date for the first Quarterly Dividend Payment Date, in which case, dividends on such Share shall begin to accrue from the date of issuance of such Share, or unless the date of issuance is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of Shares of Series A Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on Shares of Series A Preferred Stock in an amount less than the aggregate amount of all such dividends at the time accrued and payable on such Shares shall be allocated pro rata on a share-by-share basis among all Shares of Series A Preferred Stock at the time outstanding. The Board of Directors may fix a record date for the determination of holders of Shares of Series A Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than 30 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of Shares of Series A Preferred Stock shall have the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth, each Share of Series A Preferred Stock shall entitle the holder thereof to 1,000 votes on all matters submitted to a vote of the holders of Common Stock of the Corporation. In the event the Corporation shall at any time after the Rights Dividend Declaration Date (i) declare

any dividend on outstanding shares of Common Stock payable in shares of Common Stock, (ii) subdivide outstanding shares of Common Stock or (iii) combine the outstanding shares of Common Stock into a small number of shares, then in each such case the number of votes per Share to which holders of Shares of Series A Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately after such event and the denominator of which shall be the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Except as otherwise provided herein or in any other Certificate of Designation creating a series of preferred stock, or any similar stock, or by law, the holders of Shares of Series A Preferred Stock, the holders of shares of Common Stock, and the holders of any other class or series of capital stock of the Corporation entitled to vote generally, together with the Common Stock, shall vote together as one class on all matters submitted to a vote of the holders of such stock.

3

---

(C) (i) If at any time dividends on any Shares of Series A Preferred Stock shall be in arrears in an amount equal to six quarterly dividends thereon, then during the period (a "default period") from the occurrence of such event until such time as all accrued and unpaid dividends for all previous quarterly dividend periods and for the current quarterly dividend period on all Shares of Series A Preferred Stock then outstanding shall have been declared and paid or set apart for payment, the holders of the outstanding Shares of Series A Preferred Stock, together with the holders of outstanding shares of any one or more other classes or series of stock of the Corporation upon which like voting rights have been conferred and are exercisable (voting together as a class), shall have the right to elect two Directors to the Board of Directors of the Corporation at the Corporation's next annual meeting of stockholders, and so long as such default period continues, shall have the right to elect a successor to each of the two Directors so elected upon the expiration of their respective terms, such right to be exercised at the subsequent annual meeting or meetings at which the respective terms of such Directors expire. Any Director who shall have been so elected pursuant to this paragraph may be removed only for cause. If the office of any Director elected by the holders of Shares of Series A Preferred Stock pursuant to this paragraph becomes vacant for any reason, the remaining Director elected pursuant to this paragraph may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred, and if the offices of both such Directors elected by the holders of Shares of Series A Preferred Stock pursuant to this paragraph become vacant for any reason, such vacancies may be filled for the unexpired term in respect of which such vacancy occurred only by the affirmative vote of the holders of the outstanding Shares of Series A Preferred Stock, together with the holders of the outstanding shares of any other class or series of stock upon which like voting rights have been conferred and are exercisable (voting together as a class).

(ii) The voting rights vested pursuant to paragraph (C)(i) hereof in the holders of the outstanding Shares of Series A Preferred Stock, together with the holders of outstanding shares of any one or more other classes or series of stock of the Corporation upon which like voting rights have been conferred and are exercisable (voting together as a class), may not be exercised at any annual meeting unless one-third of the outstanding shares of stock of the corporation upon which such voting rights have been conferred shall be present at such meeting in person or by proxy. The absence of a quorum of the holders of Common Stock shall not affect the exercise by the holders of Shares of Series A Preferred Stock of such rights. In connection with the election of Directors pursuant to paragraph (C)(i) hereof, each holder of Shares of Series A Preferred Stock shall be entitled to one vote for each one one-thousandth of a Share held (the holders of shares of any other class or series of preferred stock having like voting rights being entitled to such number of votes, if any, for each share of such stock held as may be granted to them).

(iii) During any default period, the holders of shares of Common Stock and Shares of Series A Preferred Stock, and other classes or series of stock of the Corporation, if applicable, shall continue to be entitled to elect (voting together as a class) all the Directors other than the two Directors to be elected pursuant to paragraph (C)(i) hereof by the holders of the outstanding shares of Series A Preferred Stock, together with the holders of outstanding shares of any one or more other classes or series of stock of the Corporation upon which like voting rights have been conferred and are exercisable (voting together as a class).

(iv) Immediately upon the expiration of a default period, (x) the right of the holders of Shares of Series A Preferred Stock to elect Directors pursuant to paragraph (C)(i) hereof shall cease (subject to re-vesting in the event of each and every subsequent default of the character mentioned in paragraph (C)(i) above), and (y) the

term of any Directors elected by the holders of Shares of Series A Preferred Stock pursuant to paragraph (C)(i) hereof shall terminate.

(D) Except as set forth herein, holders of Shares of Series A Preferred Stock shall have no special voting rights and their consents shall not be required (except to the extent they are entitled to vote with holders of share of Common Stock as set forth herein) for taking any corporate action.

4

---

Section 4. Certain Restrictions. (A) Whenever quarterly dividends or other dividends or distributions payable on Shares of Series A Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on outstanding Shares of Series A Preferred Stock shall have been paid in full, the Corporation shall not

(i) declare or pay dividends on, or make any other distributions on, any shares of Junior Stock;

(ii) declare or pay dividends on or make any other distributions on any shares of Parity Stock, except dividends paid ratably on Shares of Series Preferred Stock and shares of all such Parity Stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of such Shares and all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any Junior Stock, provided, however, that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such Junior Stock in exchange for shares of any Junior Stock;

(iv) redeem or purchase or otherwise acquire for consideration any Shares of Series A Preferred Stock, or any Parity Stock except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates, and other relative rights and preferences of the respective series and classes, shall determine in good faith, will result in fair an equitable treatment among the respective series or classes.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any Shares of Series A Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock, \$0.01 par value, and may be reissued as part of a new series of Preferred Stock, subject to the conditions and restrictions on issuance set forth herein, in the Certificate, or in any other Certificate of Designation creating series of Preferred Stock, \$0.01 par value, or any similar stock, or as otherwise restricted by law.

5

---

Section 6. Liquidation, Dissolution or Winding Up. (A) Upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation no distribution shall be made (i) to the holders of shares of Junior Stock unless the holders of Shares of Series A Preferred Stock shall have received, subject to adjustment as hereinafter provided in paragraph (B), the greater of either (a) \$1.00 per Share plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not earned or declared, to the date of such payment, or (b) the amount equal to 1,000 times the aggregate per share amount to be distributed to holders of shares of Common Stock, or (ii) to the holders of shares of Parity Stock, unless simultaneously therewith distributions are made ratably on Shares of Series A Preferred Stock and all other shares of such Parity Stock in proportion to the total amounts to which the holders of Shares of Series A Preferred Stock are entitled under clause (i)(a) of this sentence and to which the holders of shares of such Parity Stock are entitled, in each case upon such liquidation, dissolution or winding up.

(B) In the event the Corporation shall at any time after the Rights Dividend Declaration Date (i) declare any dividend on outstanding shares of Common Stock payable in shares of Common Stock, (ii) subdivide outstanding shares of Common Stock, or (iii) combine outstanding shares of Common Stock into a smaller number of shares, then in each such case the aggregate amount to which holders of Shares of Series A Preferred Stock were

entitled immediately prior to such event pursuant to clause (i)(b) of paragraph (A) of this Section 6 shall be adjusted by multiplying such amount by a fraction the numerator of which shall be the number of shares of Common Stock that are outstanding immediately after such event and the denominator of which shall be the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 7. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination, or other transaction in which the shares of Common Stock are exchanged for or converted into other stock, securities, cash, and/or any other property, then in any such case Shares of Series A Preferred Stock shall at the same time be similarly exchanged for or converted into an amount per Share (subject to the provision for adjustment hereinafter set forth) equal to 1,000 times the aggregate amount of stock, securities, cash, and/or other property (payable in kind), as the case may be, into which or for which each share of Common Stock is converted or exchanged. In the event the Corporation shall at any time after the Rights Dividend Declaration Date (i) declare any dividend on outstanding shares of Common Stock payable in shares of Common Stock, (ii) subdivide outstanding shares of Common Stock, or (iii) combine outstanding Common Stock into a smaller number of shares, then in each such case the amount set forth in the immediately preceding sentence with respect to the exchange or conversion of Shares of Series A Preferred Stock shall be adjusted by multiplying such amount by a fraction the numerator of which shall be the number of shares of Common Stock that are outstanding immediately after such event and the denominator of which shall be the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 8. Redemption. The Shares of Series A Preferred Stock shall not be redeemable.

Section 9. Ranking. Except as provided below, the Series A Preferred Stock shall rank junior to all other series of Preferred Stock, \$0.01 par value, and to any other class of preferred stock that hereafter may be issued by the Corporation as to the payment of dividends and the distribution of assets, unless the terms of any such series or class shall provide otherwise.

6

---

The Series A Preferred Stock shall rank prior, as to dividends and upon liquidation, dissolution, or winding up, to the Common Stock.

Section 10. Amendment. Except as set forth in Section 1 hereof, the Certificate, including, without limitation, this Certificate of Designation shall not hereafter be amended, either directly or indirectly, or through merger or consolidation with another corporation in any manner that would alter or change the powers, preferences or special rights of the Series Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least two thirds of the outstanding Shares of Series A Preferred Stock, voting separately as a class.

Section 11. Fractional Shares. The Series A Preferred Stock may be issued in fractions of one one-thousandth of a Share or other fractions of a share, which fractions shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions, and to have the benefit of all other rights of holders of Series A Preferred Stock.

Section 12. Definitions. All capitalized terms used herein have the meanings ascribed to them in the Certificate of Incorporation of the Corporation, as amended (the "Certificate"), unless otherwise defined herein. In addition, for purposes hereof, the following terms shall have the meanings set forth below:

(A) The term "Common Stock" shall mean the class of stock designated as the Common Stock, \$0.01 par value, of the Corporation at the date hereof or any other class of stock resulting from successive changes or reclassification of such Common Stock.

(B) The term "Junior Stock" (i) as used in Section 4, shall mean the Common Stock and any other class or series of capital stock of the Corporation hereafter authorized or issued over which the Series A Preferred Stock has preference or priority as to the payment of dividends and (ii) as used in Section 6, shall mean the Common Stock and any other class or series of capital stock of the Corporation over which the Series A Preferred Stock has preference or priority in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

(C) The term "Parity Stock" (i) as used in Section 4, shall mean any class or series of stock of the Corporation hereafter authorized or issued ranking pari passu with the Series A Preferred Stock as to the payment of

dividends and (ii) as used in Section 6, shall mean any class or series of stock of the Corporation hereinafter authorized or issued and ranking pari passu with the Series A Preferred Stock as to the distribution of assets on any liquidation, dissolution, or winding up of the Corporation.

7

---

IN WITNESS WHEREOF, Asta Funding, Inc. has caused this Certificate of Designation to be signed by its authorized officer this 23rd day of August, 2012.

ASTA FUNDING, INC.

By: /s/ Robert J. Michel

Name: Robert J. Michel

Title: Secretary

[As Filed: 08-24-2012]