

N101000000 35 30

Assured Credit Counseling
3773 NW 126th Ave
Suite #3
Coral Springs, FL 33065

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

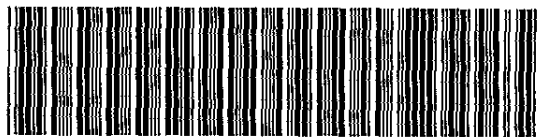
(Business Entity Name)

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STATE DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

PS
11/1/02

OFFICER / DIRECTOR RESIGNATION

I, AUDREY YANNITTY, Hereby resign as director of Assured Credit Counseling, Inc., (N01000003530), a corporation organized under the laws of the State of Florida and affirm that the corporation has been notified in writing of the resignation.


Audrey Yannitty 9/20/02

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TALLAHASSEE, FLORIDA

**MINUTES OF SPECIAL BOARD OF DIRECTORS' MEETING
OF
ASSURED CREDIT COUNSELING, INC.**

A Board of Directors' meeting of the above-named corporation was held at the corporate offices at 3773 NW 126th Avenue, Suite 3, Coral Springs, Florida 33065 on September 30, 2002.

The meeting was called by the directors of the above-named corporation for the purpose of replacing of one of the Board of Directors and re-assignment of the title of the Director being replaced.

Pursuant to the resignation of Audrey Yannitty as both Director and President of the above-named corporation, it was voted upon by the remaining Directors that Denise Spiewak be appointed as Director to replace Audrey Yannitty. It was also voted upon by the remaining Directors that William L. Platter replace Audrey Yannitty as President.

There being no further business requiring Director action or consideration, and upon motion duly made, seconded and carried, the meeting was adjourned.

Dated this 30th day of September



William L. Platter, President