

CHRISTIAN DEBT COUNSELING CENTERS INC.



6500 CENTRAL AVENUE
SAINT PETERSBURG, FLORIDA 33707

TEL. (727) 344-1575
FAX. (727) 345-1368

N01000008446

March 26, 2002

Ms Claretha Golden, Document Specialist
New Filings Section
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700005189237--3
-04/03/02--01042--016
*****96.25 *****52.50
35.00 35.00

re: doc no N01000008446 // CHRISTIAN DEBT COUNSELING CENTERS, INC.

Dear Ms Golden:

The referenced corporation received its document number from the Florida Department of State last December 4th. This corporation has applied for tax-exempt status to the IRS under sec. 501(c)(3) of the Internal Revenue Code. IRS requires a change in the composition of our Board of Directors and other revisions to our Articles. For that reason, we enclose an Amended Articles of Incorporation document, together with a check for \$35.00 to make this change formally and officially pursuant to IRS' instructions.

Please let me know if you have any problem with the enclosure.

Sincerely,

ROBERT J. JONES

enc: Amended Articles
Instructions from IRS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 APR 22 PM 4:49

Amendment
04/23/02
DC

CHRISTIAN DEBT COUNSELING CENTERS, INC.



6500 CENTRAL AVENUE
SAINT PETERSBURG, FLORIDA 33707

TEL (727) 344-1575
FAX (727) 345-1368

April 17, 2002

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attention: Darlene Connell
Corporate Specialist

Re: Christian Debt Counseling Centers, Inc.
Ref. No. N01000008446

Dear Darlene:

Enclosed are the following items:

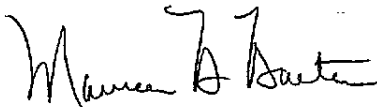
1. Articles of Amendment to Articles of Incorporation of
Christian Debt Counseling Centers, Inc.
(Original and one copy)

2. Letter from you dated April 9, 2002

I have also enclosed a self-addressed, stamped envelope for your convenience in mailing
us a copy of the recorded Articles of Amendment.

Thank you for your assistance in this matter. It is greatly appreciated.

Sincerely yours,



Maureen B. Baeten
Secretary

RECEIVED
02 APR 22 PM 12:28
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 9, 2002

ROBERT J. JONES
CHRISTIAN DEBT COUNSELING CENTERS INC.
6500 CENTRAL AVE.
ST. PETERSBURG, FL 33707

SUBJECT: CHRISTIAN DEBT COUNSELING CENTERS, INC.
Ref. Number: N01000008446

We have received your document for CHRISTIAN DEBT COUNSELING CENTERS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please retain IRS information for your records.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

Letter Number: 402A00020728

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CHRISTIAN DEBT COUNSELING CENTERS, INC.
N01000008446**

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2002 APR 22 PM 4:49

FIRST: Amendments adopted:

ARTICLE III. PURPOSE

The specific purpose for which the corporation is organized is for the clinical delivery of asset protection and debt reorganization services to continuing members.

A. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under sec. 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. No part of the net earnings of the organization shall inure to the benefit of, or be distributions to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under sec. 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under sec. 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of sec. 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have eight (8) directors constituting the Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be fewer than three directors. The names and addresses

of the Board of Directors of the corporation are as follows:

MARY C. JONES
7909 Garden Drive N.
St. Petersburg, FL 33710

ROBERT J. JONES, Esquire
6500 Central Avenue
St. Petersburg, FL 33707

MAUREEN B. BAETEN
6500 Central Avenue
St. Petersburg, FL 33707

BARRY M. STEAGALL, Esquire
6500 Central Avenue
St. Petersburg, FL 33707

IAN M. BANKS, Esquire
4705 Central Avenue
St. Petersburg, FL 33713

ALAN S. ROSENTHAL, Esquire
4705 Central Avenue
St. Petersburg, FL 33713

MARADENE J. GIVENS
1250 - 14TH Court, S.W.
Largo, FL 33770

WILLIAM JEFFREY CARNES, Esquire
401 S. Albany, # 3
Tampa, FL 33606

The directors shall be elected annually at a duly-called meeting of the Board of Directors and shall be elected by a majority vote.

SECOND: The date of adoption of the amendments was: March 28, 2002

THIRD: Adoption of Amendment (check one)

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Mary C. Jones, President & Incorporator

Signature of Chairman, Vice Chairman, President or other officer

MARY C. JONES

Type or printed name

President

Title

4/17/02

Date