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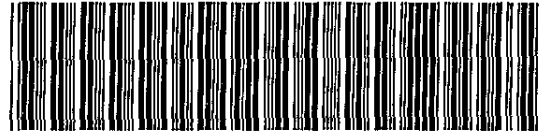
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TALLAHASSEE, FLORIDA

LARRY L. DILLAHUNTY, P.A.
◆ ATTORNEY AT LAW ◆

LARRY L. DILLAHUNTY
CATHY H. DILLAHUNTY, Paralegal

July 2, 2003

Ph: (727) 527-4050
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St. Petersburg, FL 33704-1416

*Office Consultation by
Appointment Only*

Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: **AMERICAN COLLEGIATE FINANCIAL SERVICES, INC.**, a Florida Corporation
Articles of Amendment

Dear Sir or Madam:

Enclosed please find the original signed Articles of Amendment for **AMERICAN COLLEGIATE FINANCIAL SERVICES, INC.**, a Florida Corporation. Also enclosed please find my trust account check payable to the Secretary of State in the amount of \$35.00 for the filing fee for the amendment.

Thank you for your courtesy and attention in this matter. Should you have any questions or concerns, please do not hesitate to give me a call.

Sincerely yours,

LARRY L. DILLAHUNTY, P.A.


Larry L. Dillahunty, Esquire

LLD/chd
Enclosure(s)

Sent Via Federal Express

FILED
03 JUL -3 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF

AMERICAN COLLEGIATE FINANCIAL SERVICES, INC.

FILED
03 JUL -3 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned being the Directors and Shareholders of any and all interest in **AMERICAN COLLEGIATE FINANCIAL SERVICES, INC.**, a Florida Corporation, hereby adopt the below detailed amendments to the Articles of Incorporation at a special Meeting held on JUNE 21, 2003.

This amendment is specifically directed to modify the Articles of Incorporation as specified herein.

In conformity with the Articles of Incorporation and By-Laws of the Corporation, the following amendment to the Articles of Incorporation are adopted:

ARTICLE V

PREEMPTIVE RIGHTS

Article V – Preemptive Rights shall be deleted in its entirety as though it never existed.

ARTICLE VI

TRANSFER RESTRICTIONS

Article VI – Transfer Restrictions shall be deleted in its entirety as though it never existed.

ARTICLE VII

PRINCIPAL OFFICE AND REGISTERED AGENT

Article VII – Principal Office and Registered Agent shall be modified to read as follows:

The street address of the initial principal office of the corporation is 9259 Park Boulevard, Seminole, Florida, 33777, and the mailing address of the corporation is the same. The name of the Registered Agent of the corporation is **JOHN W. VIS** located at 9259 Park Boulevard, Seminole, Florida, 33777.

EFFECTIVE the date of this Amendment is the 21st day of June, 2003.

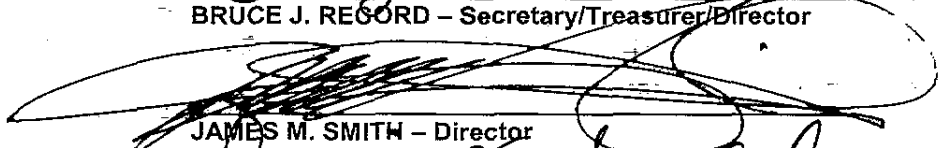
(Corporate Seal)




JOHN W. VIS – President/Director



BRUCE J. RECORD – Secretary/Treasurer/Director



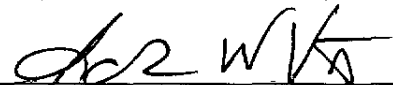
JAMES M. SMITH – Director



RICHARD C. GUILLOT – Director

ACCEPTANCE:

I agree, as Resident/Registered Agent, to accept service of process, to keep the office upon during prescribed hours, to post my name in some conspicuous place in the office, as required by law.



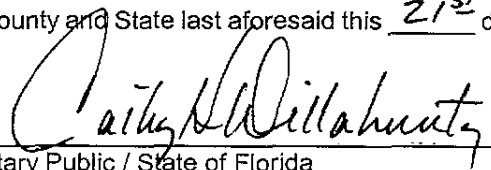
JOHN W. VIS

STATE OF FLORIDA

COUNTY OF PINELLAS


I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **JOHN W. VIS**, as President, **BRUCE J. RECORD**, as Secretary/Treasurer, and **RICHARD C. GUILLOT**, as Director, of **AMERICAN COLLEGIATE FINANCIAL SERVICES, INC.**, a Florida Corporation, to me personally known, or who produced N/A as identification, to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of June, 2003.



Notary Public / State of Florida
Printed Name: **CATHY H. DILLAHUNTY**

My Commission Expires:
My Commission Number:

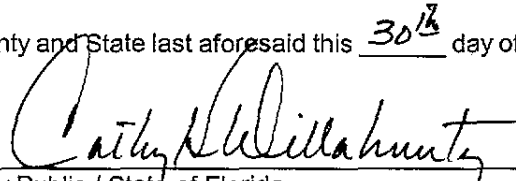
 Cathy H Dillahunty
My Commission CC865567
Expires October 5, 2003

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **JAMES M. SMITH**, as Director of **AMERICAN COLLEGIATE FINANCIAL SERVICES, INC.**, a Florida Corporation, to me personally known, or who produced N/A as identification, to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of June, 2003.



Notary Public / State of Florida

Printed Name: CATHY H. DILLAHUNTY

My Commission Expires:
My Commission Number:



Cathy H Dillahunty

My Commission CC885587

Expires October 5, 2003