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BASIC AMENDMENT

AMERICAN COLLEGIATE FINANCIAL SERVICES, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

03 SEP 19 PM 3:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMERICAN COLLEGIATE FINANCIAL SERVICES, INC.

(present name)

PO3000035328

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE IV-CAPITAL STOCK - The first paragraph is deleted and the following is inserted in place thereof:

The aggregate number of shares that the Corporation is authorized to issue is Sixty-Two Million Five Hundred Thousand (62,500,000) shares, divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

CLASS	NUMBER OF SHARES	PAR VALUE
Common Voting	50,000,000	\$.001
Preferred Non-Voting	12,500,000	\$.001

The remainder of Article IV shall remain unchanged.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

The Corporation has not yet issued stock certificates. New certificates will be ordered and issued based on the above-referenced authorization.

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THIRD: The date of each amendment's adoption: September 1, 2003

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1 day of September, 2003

Signature

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

John W. Vis

(Typed or printed name)

Director

(Title)

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