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TALLAHASSEE, FLORIDA

9/23

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

SUBJECT: **PERSONAL DEBT RELIEF TRUST, INC.**

Enclosed is an original and one (1) copy of the Articles of Amendment to Articles of Incorporation and a check for $43.75. Please send a Certificate of Status when filed.

From:
Tax-Busters Accounting and Tax Services, Inc.
Kelly Drew
5408 St James Drive
New Port Richey, Florida 34652

(727) 816-8847 office
(727) 848-3440 fax
tax.busters@verizon.net

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PERSONAL DEBT RELIEF TRUST, INC.

Document Number N03000005308

Pursuant to the provision 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:

ARTICLE III - PURPOSE

The specific purpose for which this corporation is organized is to engage in the activity of providing debt consolidation and counseling on a donation basis only.

In addition, the purposes for which the Corporation is organized is for transacting any and all lawful business for which corporations may be Incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such, to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set for forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hererinafter amended from time to time.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the

Corporation, or any private individual, shall be entitle to share in the distribution of any or the corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

The Affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two(2) Directors are present. The affirmative vote of the Board, including, but not limited to the following:

A. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

B. Adoption of an amendment to the Articles of Incorporation of the Bylaws.

C. Organization of a subsidiary of affiliate by the Corporation.

D. Approval of any merger, consolidation or safe or other transfer of all or a substantial part of the assets of the Corporation.

ARTICLE VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: President
Paul Crinigan
220 E Madison Street, Ste 740
Tampa, FL 33602

Title: Director
Paul Crinigan
220 E Madison Street, Ste 740
Tampa, FL 33602

Title: Director
Patrick Ferlazzo
220 E Madison Street, Ste 740
Tampa, FL 33602

Title: Director
Robert See
220 E Madison Street, Ste 740
Tampa, FL 33602

SECOND: The date of the amendment's adoption shall be **June 19, 2003**

THIRD: Adoption of Amendment

The amendment was approved by the Directors of **Personal Debt Relief Trust, Inc.** The number of votes cast for the amendment was sufficient for approval.

Signed this **19th** day of **June, 2003.**

Signature: _____
Paul Crinigan, President/Director