

F99060001857

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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04 JAN 22 PM 12:13
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re.
T. Lewis 1/28/04



January 21, 2004

Department of State, State of Florida
Amendment Section, Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Profina Debt Solutions, Inc. n/k/a InCharge Debt Solutions, Inc.
Florida Document Number F99000001857
Amendment to Application For Conducting Affairs In Florida

Dear Sir or Madam:

The enclosed Amendment and fee in the amount of \$52.50 are submitted for filing. A certified copy of the Certificate of Amendment to Articles of Incorporation filed with the Secretary of State of the company's state of domicile, Nevada, is enclosed.

Please return a Certificate of Status and a Certified Copy using the enclosed return Federal Express Airbill. An additional copy of the Amendment is enclosed for certification.

All correspondence and questions concerning this matter may be directed to me at: InCharge Institute of America, Inc., 2101 Park Center Drive, Suite 300, Orlando, FL 32835. My telephone number is 407-532-5645.

Sincerely,

A handwritten signature in black ink, appearing to read "Jodi L. McGregor". The signature is fluid and cursive, with a large, stylized "J" and "M".

Jodi L. McGregor
General Counsel

**NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**
(Pursuant to s. 617.1504, F.S.)

**SECTION I
(1-3 MUST BE COMPLETED)**

F99000001857

(Document Number of Corporation (If known))

1. Profina Debt Solutions, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Nevada 3. April 8, 1999
(Incorporated under laws of) (Date authorized to conduct affairs in Florida)

SECTION II

(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 14, 2004
5. InCharge Debt Solutions, Inc.
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)
6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.
N/A _____
(New duration) (Date)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.
N/A _____
(New jurisdiction) (Date)
8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.
N/A

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

Robert W. Closs, Jr.
(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Robert W. Closs, Jr.
(Typed or printed name of the person signing)

1/21/04
(Date)

President
(Title of person signing)



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

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FILED # _____

JAN 14 2004

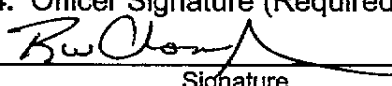
IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

**Nonprofit Amendment
(After First Meeting)
(PURSUANT TO NRS 81 AND 82)**

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation
For Nonprofit Corporations
(NRS Chapters 81 and 82 - After First Meeting of Directors)**

1. Name of corporation: Profina Debt Solutions, Inc.
2. The articles have been amended as follows (provide article numbers, if available):
Article I is deleted in its entirety and the following new
Article I has been substituted in lieu thereof:
Article I
Name
The name of the corporation is: InCharge Debt Solutions, Inc.
3. The directors (or trustees) and the members, if any, and such other persons or public officers, if any, as may be required by the articles have approved the amendment. The vote by which the amendment was adopted by the directors and members, if any, is as follows: directors ~~xxxxx~~, and
members sole.* trustees unanimous
4. Officer Signature (Required):
 Robert W. Closs, Jr., President
Signature Title

*A majority of a quorum of the voting power of the members or as may be required by the articles, must vote in favor of the amendment. If any proposed amendment would alter or change any preference or any relative or other right given to any class of members, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of a majority of a quorum of the voting power of each class of members affected by the amendment regardless of limitations or restrictions on their voting power. An amendment pursuant to NRS 81.210 requires approval by a vote of 2/3 of the members.

FILING FEE: \$50.00

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

SUBMIT IN DUPLICATE

STATE OF NEVADA
Secretary of State
I hereby certify that this is a true and
complete copy of the document as file
in this office

JAN 14 2004


Dean Heller

By 