

NO10000001427

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Paralegal

January 24, 2002

VIA FEDERAL EXPRESS

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

FILED
02 JAN 25 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: American Debt Solutions, Inc.
Our File No.: 031354-0000

4000004798054--1
-01/25/02--01057--007
*****43.75 *****43.75

Dear Sir or Madam:

On behalf of American Debt Solutions, Inc., please find the following enclosed for filing:

1. One original and one conformed copy of the Articles of Amendment to the Articles of Incorporation of American Debt Solutions, Inc.; and

2. A check in the amount of \$43.75 payable to the Department of State, \$35.00 to pay the filing fee for filing the above Articles of Amendment and \$8.75 for a certified copy of the above Articles of Amendment.

Please stamp or otherwise endorse your official title and the date and time of receipt on both the enclosed original and the conformed copy evidencing that the Articles of Incorporation of American Debt Solutions, Inc. have been duly amended and deliver a copy to the undersigned in the enclosed self-addressed stamped envelope.

3109582.1

Amend

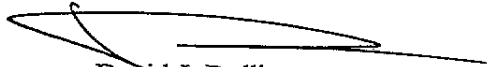
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Florida Department of State
January 24, 2002
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Should you have any questions, please feel free to contact me. Thank you for your assistance with this matter.

Sincerely,

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.

A handwritten signature in black ink, appearing to read "David J. Rollins", with a long horizontal stroke extending to the right.

David J. Rollins
Paralegal for Erin M. Fears, Esq.

DJR/

Enclosures

cc: Mr. Thomas Hodgson (w/Enclosures)
Erin M. Fears, Esq. (w/out Enclosures)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN DEBT SOLUTIONS, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, American Debt Solutions, Inc., a Florida not-for-profit corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Articles 2 of the Articles of Incorporation, is hereby amended by the deletion of the present Article 2 in its entirety and the replacement of such Article as follows:

The Corporation is formed exclusively for the following non-business and non-pecuniary purposes:

- To educate the public of consumer credit problems;
- To counsel the public about how to control debts and implement debt management;
- To help the public reduce the incidence of personal bankruptcy;
- To inform the public on personal money management; and
- To provide financial aids to low-income individuals and families

In furtherance of its corporate purposes, the Corporation shall have the power to solicit grants and contributions for the corporate purposes.

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501(c)(3) or corresponding provisions of any subsequent Federal Tax laws or by a corporation, contributions to which are deductible under section 170(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Revenue Law).

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

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 1954 (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of the State of Florida in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

In any taxable year in which the Corporation is a private foundation as described in IRC Sec 509(3), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Sec 4942, and the Corporation shall not: (i) engage in any act of self-dealing as defined in IRC Sec 4941(d); (ii) retain any excess business holdings as defined in IRC Sec 4944(c); (iii) make any investments in such manner as to subject the Corporation to tax under IRC Sec 4944; or (iv) make any taxable expenditures as defined in IRC Sec 4945(d) or corresponding provisions of any subsequent Federal tax laws.

SECOND: The date of the adoption of the amendment by the Board of Directors was 1/21/02. There are no members of the Corporation.

THIRD: The foregoing amendment was submitted to a vote of the Board of Directors of the Corporation which vote was evidenced by unanimous written action of the Board of Directors.

By: Chm A Z Am
Its: DIRECTOR Christopher A. Forbes
Dated: 1/22/02.