NOIDDODOS 3 47 Howard L. Schwartz, P.A. PROPRIED TO THE PROP

Howard L. Schwartz, Esquire 561-997-0000

Facsimile:

561-998-5850

Assistant: Susan Lande

561-241-0000

October 5, 2001

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

800004754828 -01/07/02--01028--027

****140.00 *****35.00

Re:

Articles of Amendment to Articles of Incorporation of:

CREDIT EXPRESS USA, INC., CREDIT COUNSELING EXPRESS, INC., CREDIT COUNSELING OF AMERICA, INC., CREDIT DEBT USA, INC.

Dear Sir/Madam:

Enclosed, are the original and one copy of the Articles of Amendment for the above referenced Non-Profit Corporations.

After filing, please return one certified copy of the Amendment to this office. Enclosed, is our check for \$140.00, \$35.00 for each amendment. Please file these Amendments as soon as possible.

If you have any questions, please do not hesitate to contact my office.

Very truly yours,

Howard L. Schwartz, P.A.

HLS/sl

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF CREDIT DEBT USA, INC.

FILED
02 JAN -7 AM 9: 16

TALLAHASSEE, FLORIDA

(Present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida non-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 III. PURPOSE(S)

Article three (3), The purposes of the Corporation are hereby amended as follows:

The purposes for which CREDIT DEBT USA, INC. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

ARTICLE IX. DIRECTORS

Article Nine (9), Directors shall be amended as follows:

The address of directors Samuel F. May, Jr. and John Messina are hereby amended as follows:

Samuel F. May, Jr. 20283 State Road 7 Suite 300

Boca Raton, FL 33498

John Messina 11387-B W. Palmetto Park Rd. Boca Raton, FL 33428

SECOND: The date of each amendment's adoption: The date of each amendment's adoption $\{s_1, s_2, \ldots, s_{n-1}, \ldots,$
THIRD: Adoption of Amendment(s) (Check One)
The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.
Signed this 5 day of October, 2001.
Signature(By the Chairman of Vice Chairman, President or other officer
Howard L. Schwartz
Typed or printed name Director

Title