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LAW OFFICES  
OF  
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MICHAEL J. COMERFORD

ADRIANNE HOPPER  
JENNIFER A. PUPO

MAUREEN DOUGHERTY  
OF COUNSEL

April 7, 2004

VIA UPS

Amendment Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Consumer Debt Consolidation, Inc.  
N01000005399  
Articles of Amendment

Dear Sir or Madam:

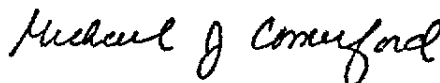
This firm represents Consumer Debt Consolidation, Inc. (the "Company"), a Florida non-profit corporation. Enclosed are Articles of Amendment changing the Company's name to First Consumer Debt Consolidation, Inc.

Also enclosed is a check in the amount of \$52.50 payable to the Department of State for the following:

1. \$35 filing fee;
2. \$8.75 for a certified copy of the amendment; and
3. \$8.75 for a Certificate of Good Standing in the new name of the Company (First Consumer Debt Consolidation, Inc.).

Please contact the undersigned with any questions.

Sincerely yours,



Michael J. Comerford

MJC:ja  
Enclosures

cc: Mr. Joel Carlsen

ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of

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TALLAHASSEE, FLORIDA

**CONSUMER DEBT CONSOLIDATION, INC.**  
a Florida Not for Profit Corporation

Pursuant to the provisions of section 617.1006 Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its Articles of Incorporation filed July 27, 2001 and amended October 25, 2002 and on March 30, 2004.

**ARTICLE I**

The name of the Corporation is CONSUMER DEBT CONSOLIDATION, INC. Its corporate registration number is N01000005399.

**ARTICLE II**

ARTICLE I of the Articles of Incorporation shall be amended to read as follows:

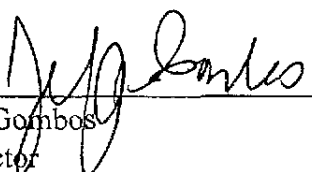
**I. NAME**


The name of the corporation shall be FIRST CONSUMER DEBT CONSOLIDATION, INC.

**ARTICLE III**

This amendment was adopted on April 7, 2004 by the Board of Directors of this Corporation as there are no members.

IN WITNESS WHEREOF, the undersigned as Directors have executed these Articles of Amendment to Articles of Incorporation this 7<sup>th</sup> day of April, 2004.

  
\_\_\_\_\_  
Jeff Gombos  
Director

  
\_\_\_\_\_  
Joel Carlsen  
Director

Date 4/7/2004

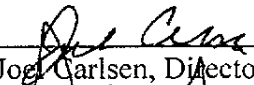
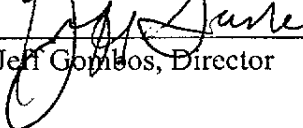
UNANIMOUS CONSENT IN LIEU  
OF  
ORGANIZATIONAL MEETING OF ALL DIRECTORS  
OF  
CONSUMER DEBT CONSOLIDATION, INC.

Pursuant to the General Corporation Law of the State of Florida, the undersigned, who are all directors of the corporation, take the following actions by written consent in lieu of by unanimous vote at the organizational meeting of the corporation:

53582. Amend Corporate Name

The name of the corporation shall be amended and shall be FIRST CONSUMER DEBT CONSOLIDATION, INC.

Executed effective the 7 day of April, 2004.

  
\_\_\_\_\_  
Joel Carlsen, Director  
  
\_\_\_\_\_  
Jeff Gombos, Director