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BASIC AMENDMENT

DEBT REDUCTION SOLUTIONS, INC.

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AUDIT NO. H030003267963

ARTICLES OF AMENDMENT FOR DEBT REDUCTION SOLUTIONS, INC.

Pursuant to the provisions of Section 517.1006. Florida Statutes, the undersigned Florida non-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation of the above named corporation and are-hereby amended as follows:

1) Article IV - Membership is hereby amended to read as follows:

"The membership of this Corporation shall be limited to the Chairman of the Board of Directors."

Article VIII - Directors is hereby amended to read as follows:

"The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation, but shall never be less than three (3). The names and addresses of the Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

Tim Hanage

5665 Park Street North

St. Petersburg, Florida 33709

Brian Allerd

12101 77th Street Largo, Florida 33773

Dan Dovie

6104A Paima Del Mar Boulevard St. Petersburg, Florida 33715

3) Article XI - Amendments is hereby amended to read as follows:

"Amendments to these Articles of Incorporation shall be proposed by and unanimously approved of by the Members."

- 4) The date of the adoption of this Amendment, was December 1, 2003:
- The members entitled to vote on the Amendment have approved this Amendment. In addition the Amendment was proposed by the President and approved by the Board of Directors as required prior to this Amendment being adopted.

Slaned this 2nd day of December, 2003.

Tim Handge, CEO & Presiden

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AUDIT NO. H030003287983