

N020000004682

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

TO: Amendment Section
Division of Corporations

900007596899--1
-09/09/02--01054--009
*****43.75 *****43.75

Subject: Debt Relief Group, Inc.

Document Number: N02000004682

The enclosed Articles of Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David Moses
Debt Relief Group, Inc.
225 NE Mizner Blvd., Suite 300
Boca Raton, FL 33432

Enclosed is a \$43.75 check (filing fee + certified copy) made payable to the Department of State.

FILED

02 SEP -9 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-16-02
Amend
sf

Gave OK to
add "no member"
+ add RA acceptance
to amend.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

DEBT RELIEF GROUP, INC.
N02000004682

FILED
02 SEP -9 PM 3: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Amendments adopted:

ARTICLE II

The principal place of business address and mailing address of the corporation is:

225 NE MIZNER BLVD., SUITE 300
BOCA RATON, FL 33432

ARTICLE III

The purpose for which the corporation is organized is to solicit, collect, receive, accumulate, administer, and maintain accounts for debt reconciliation in whatever for, including cash funds from public and private sources, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for debt consolidation and reconciliation either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code and the Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

The corporation shall be empowered to enter into contracts, hold and convey title to real and personal property and exercise all powers permitted a corporation not for profit under Section 617.021, Florida Statutes, and the other laws of the State of Florida, not inconsistent with the general objectives enumerated herein. All funds of the Corporation and any moneys from its operations shall be used in the furtherance of the purposes set forth herein above.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of ay future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The name and Florida street address of the registered agent is:

DAVID MOSES
225 NE MIZNER BLVD., SUITE 300
BOCA RATON, FL 33432

ARTICLE VI

The name and address of the incorporator is:

DAVID MOSES
225 NE MIZNER BLVD., SUITE 300
BOCA RATON, FL 33432

Date of adoption of amendments: September 4, 2002

The amendments were adopted by the board of directors.

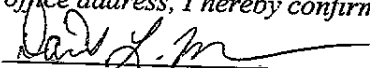
There are no members.

Signed:


David Moses, President

9/4/2002
Date

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


(Signature of Registered Agent)

September 4, 2002

(Date)