

N02000009782

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

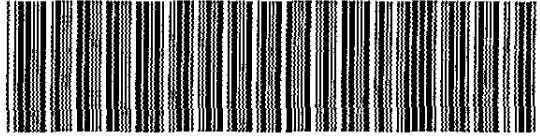
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900011996209

02/10/03--01079--009 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 FEB 10 PM 1:16

*Amendment
LFT
2-14-03*



1st National Credit Services
Consumer Credit Counseling Services

Feb 3, 2003

Florida Dept of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, Florida, 32314

Please amend the articles of incorporation for the following corp:

Consumer Debt Counseling Services Corp
503 SE Mizner Blvd
Boca Raton, Fl., 33432
Tel 561-862-0741

Thank you,



Estella Carvajel

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2003 FEB 10 PM 1:16

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
CONSUMER DEBT COUNSELING SERVICES, CORP.

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.

FIRST: Amendments adopted: The Articles of Incorporation are restated to read in their entirety as follows:

ARTICLE I NAME

The name of the corporation is and shall be:

CONSUMER DEBT COUNSELING SERVICES, CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

503 S.E. Mizner Blvd., Suite #73
Boca Raton, FL 33432

ARTICLE III PURPOSES(S)

The specific purposes(s) for which the corporation is organized is (are):

To assist needy debtors to improve their finances through educating them as to better means of managing their money and seeking for them, if appropriate, an extension or other reorganization of their debts;

The corporation is organized exclusively for charitable, educational, religious, or scientific purposes, within the meaning of section 501(c)(3) of the internal revenue code (or corresponding section of any future Federal tax code.)

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

The first Board of Directors, consisting of the three (3) persons named herein, shall hold office until the first annual meeting of directors and until their successors have been elected

and qualified. Thereafter, directors elected at the annual meeting of directors, and directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting and until their successors have been elected and qualified. In the interim between annual meetings or of special meetings called for the election of directors, newly created directorships and any vacancies in the Board of Directors, including vacancies resulting from the removal of directors for cause or without cause, may be filled by the vote of the remaining directors then in office.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Estela B. Carvajal
503 S.E. Mizner Blvd., Suite #73
Boca Raton, FL 33432

ARTICLE VI OFFICER(S) AND DIRECTOR(S)

The officer(s) and/or director(s) of the corporation are:

Title: Director and President
Estella B. Carvajal
503 S.E. Mizner Blvd., Suite #73
Boca Raton, FL 33432

Title: Director and Treasurer
Diana Canas
503 S.E. Mizner Blvd., Suite #73
Boca Raton, FL 33432

Title: Director and Secretary
John Vergel
503 S.E. Mizner Blvd., Suite #73
Boca Raton, FL 33432

ARTICLE VII ADDITIONAL PROVISIONS

The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and members:

- (a) The corporation shall not have members. The directors shall exercise all of the rights and powers of members.
- (b) Provisions regarding the distribution of assets upon

dissolution are as follows: Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific, or educational purposes and only for exempt purposes as described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code or to, or for, the use of the federal government or a state or local government exclusively for a public purpose.

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Third hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECOND: The date of adoption of the amendments were on the 4th day of February, 2003.

THIRD: There are no members. The amendments were adopted by the board of directors.

IN WITNESS WHEREOF, said Consumer Debt Counseling Services, Corp. has caused these articles of amendment to be signed this 4th day of February, 2003.

CONSUMER DEBT COUNSELING SERVICES, CORP.

By:



Estella B. Carvajal, President/Director