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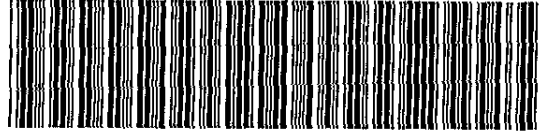
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUL 16 AM 8:30

FILED

Amend &
rest
Ad 7/2

American Debt Consolidators

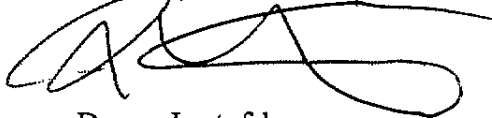
To Whom It May Concern:

Enclosed is the Amendment of the Articles for our Non Profit Corporation. Please make the necessary changes.

You may send the copy to :

American Debt Consolidators, Inc.
1701 W. Hillsboro Blvd
Ste 205
Deerfield Beach, FL 33442
954-949-2040

Sincerely,



Darren Lastofsky

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

AMERICAN DEBT CONSOLIDATORS, INC.

FILED
03 JUL 16 PM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of AMERICAN DEBT CONSOLIDATORS, INC., a Florida not for profit corporation, which was originally incorporated under the same name on December 31, 2002, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of such amendments. The Amended and Restated Articles of Incorporation of AMERICAN DEBT CONSOLIDATORS, INC., shall henceforth be as follows:

ARTICLE ONE

NAME

The name of the corporation shall be:
AMERICAN DEBT CONSOLIDATORS, INC.

ARTICLE TWO

MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

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

1701 W. Hillsboro Blvd.
Suite 205
Deerfield Beach, Florida 33442

ARTICLE THREE

PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, more specifically for charitable and educational purposes, operating exclusively for any charitable or educational purpose as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including for such purpose, the making of distributions to organizations that also qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Specifically, the Corporation is organized to aid clients in reducing and consolidating debt, including but not limited to negotiating with creditors to arrange for payment plans, providing counseling services to participants for advice on their current financial status, and providing participants with educational materials on consumer budgeting, consumer buying practices, and credit managing, structured to prevent debt accumulation in the future. Our educational and charitable goals are furthered through this debt management education and aid to a struggling class of society, highly beneficial to the public interest.

ARTICLE FOUR **BOARD OF DIRECTORS**

The board of directors shall be elected by majority vote of the current Board of Directors, and number of members of the board of directors may be changed from time to time, as provided by the By-Laws of the Corporation; but, in no event shall the board of directors consist of less than three (3) members at any time.

ARTICLE FIVE **INITIAL DIRECTORS**

The names and addresses of each initial Director executing the Articles of Incorporation are as follows:

Lisa DaCosta
1701 W. Hillsboro Blvd., Suite 205
Deerfield Beach, Florida 33442

Darren M. Lastofsky
1701 W. Hillsboro Blvd., Suite 205
Deerfield Beach, Florida 33442

David Gilinsky
1701 W. Hillsboro Blvd., Suite 205
Deerfield Beach, Florida 33442

ARTICLE SIX **REGISTERED AGENT**

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

Darren M. Lastofsky
1701 W. Hillsboro Blvd., Suite 205
Deerfield Beach, Florida 33442

ARTICLE SEVEN **INCORPORATOR**

The name and the address of the incorporator are:

Darren M. Lastofsky
1701 W. Hillsboro Blvd., Suite 205
Deerfield Beach, Florida 33442

ARTICLE EIGHT **EARNINGS AND CORPORATE ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

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 publication or distribution of statements, any political campaign on behalf of 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 by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or (b) 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.

The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IX **DISSOLUTION**

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. All obligations and liabilities will be honored at the time of dissolution. If held on such condition, all assets

will be returned to, or donated to, a similar organization, recognized under the provision of Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of, shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation 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 purposes championed by Section 501(c)(3) of the Internal Revenue Code.

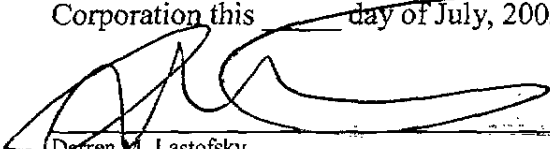
ARTICLE X
DURATION

The term of existence of the corporation is perpetual

**CERTIFICATE OF AMENDMENT TO AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
AMERICAN DEBT CONSOLIDATORS, INC.**

The Board of Directors of AMERICAN DEBT CONSOLIDATORS' INC., held a special meeting on May 20th, 2003, in Deerfield Beach, Florida to consider and vote on amending and restating the original Articles of Incorporation. At the meeting of the Corporation, a motion was duly made, seconded and approved by more than 50% of the members voting, with a quorum present, to amend and restate the AMERICAN DEBT CONSOLIDATORS, INC., Articles of Incorporation in their entirety. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the Corporation this _____ day of July, 2003.

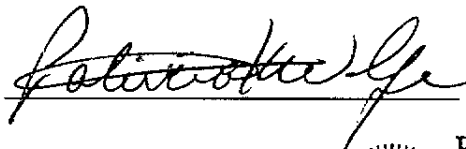

Darren M. Lastofsky
Incorporator

STATE OF FLORIDA:

COUNTY OF BROWARD:

Before Me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared Darren M. Lastofsky and Lisa DaCosta, to me known to be the persons described as Incorporators in the foregoing Articles of Incorporation, who produced a driver's license as identification, and who took an oath and acknowledged before me that they have executed said Articles of Incorporation.

WITNESS my hand and official seal this 11 day of July, 2003.



Notary Public
State of Florida



Patricia K. Wolfe
Commission #DD171501
Expires: Jan 21, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

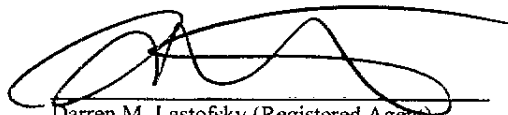
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT FOR SERVICE
OF PROCESS**

The undersigned hereby designates Darren M. Lastofsky as the Corporation's registered agent to accept service of process within the state.



Lisa DaCosta (Chief Executive Officer)

Having been named as Registered Agent and to accept service of process for the above-named corporation in the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the state of Florida, and is familiar with and agrees to comply with the provisions of the law applicable to said designation.



Darren M. Lastofsky (Registered Agent)