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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

DEBT SOLUTIONS, INC.

Certificate of Status	0
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15

H01000051600 4

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DEBT SOLUTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person competent to contract, does hereby make, subscribe and file the Articles of Amendment to the Articles of Incorporation of Debt Solutions, Inc., a Florida corporation pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act:

1. The name of the corporation is Debt Solutions, Inc. (the "Company").
2. Article IV - Capital Stock of the Company's Articles of Amendment is hereby deleted in its entirety and replaced with the following:

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Twenty-five million (25,000,000) shares which are to be divided into two classes as follows:

20,000,000 shares of common stock with a par value \$.01 per share, and 5,000,000 shares of preferred stock with a par value of \$.01 per share.

Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph.

3. The following additional Articles are added to the Company's Articles of

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FROM-ATLAS PEARLMAN, PA

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Incorporation:

ARTICLE XI - AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII - CONTROL SHARE ACQUISITIONS

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

4. The foregoing amendment was duly adopted by unanimous written consent of the Board of Directors and all of the shareholders of the Company as of April 19, 2001.

IN WITNESS WHEREOF, this Articles of Amendment to the Articles of Incorporation has been executed on the 24th day of April, 2001.

DEBT SOLUTIONS, INC.

By: 

Kenneth Schwartz, President

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