

P03000111924

(Requestor's Name)

Debits & Credits Group, Inc.

6955 Hanging Moss Rd., Suite 106
Orlando, FL 32807

Address Service Requested

(City/State/Zip/Phone #)

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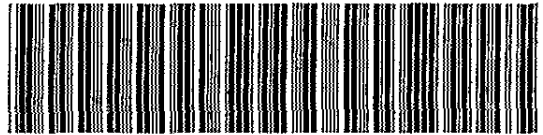
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04 JAN -5 PM 1:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LANGENT INTERACTIVE, INC.**

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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adapts the following articles of amendment to its articles of incorporation:

FIRST: ARTICLE III is being amended to: To engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV is being amended to: The number of shares the corporation is authorized to issue is 30,000,000.

ARTICLE V is being amended to: the name and Florida street address of the registered agent is: Paul M. Johansing
22 W. Yale St.
Orlando, FL 32804

ARTICLE VIII is added to include: PERPETUAL DURATION
The duration of the corporation is perpetual.

ARTICLE IX is added to include: INDEMNIFICATION
The corporation shall, to the fullest extent authorized by the Florida Corporation Act, indemnify fully, or if not possible, partially, each of its directors and persons who serve at its request as directors at another organization, including partnerships, joint ventures, trusts, employee benefit plans, in which it owns shares or of which it is a creditor (hereinafter collectively "Director"), against expenses, including fees and expenses of counsel and experts selected by any such Director (hereinafter "Expenses"), and any liabilities, including amounts of judgments, fines, penalties and amounts paid or to be paid in settlement (hereinafter "Liabilities") imposed upon or reasonably incurred by such Director or on his behalf in connection with any threatened, pending or completed claim, action, suit or other proceeding, whether civil, criminal, administrative or investigative, whether derivative or a third-party action, whether formal or informal, including audits, the activities of, or service upon special committees of the board and other forms of alternate dispute resolution, such as arbitration proceedings (hereinafter collectively "Proceedings"), in which such Director may be involved or with which he may be threatened as a party, whether as plaintiff or defendant, or otherwise, including,

but not limited to, subpoenaed testimony in investigative proceedings, while in office or thereafter, by reason of the fact that he is, or was, or has agreed to become, such Director or his acts or omissions as such Director, unless-with exception of court-ordered indemnification such Director shall be unsuccessful in defending such Proceeding and finally adjudged in any legal proceeding not to have acted in good faith and in the reasonable belief that his action was in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Such indemnification shall not cover Liabilities towards the corporation resulting either from claims by the corporation or derivative suits; provided, however, that such indemnification shall not cover liabilities in connection with any matter which shall be disposed of through a compromise payment by such director or officer, pursuant to a consent decree or otherwise, involved such indemnification, (a) by a vote of the directors in which no interested director participates, or (b) by a vote or the written approval of the holders of a majority of the outstanding stock at the time having the right to vote for directors, not counting as outstanding any stock owned by any interested director or officer. Such indemnification may include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification under these provisions. The rights of indemnification hereby provided shall not be exclusive of or affect other rights to which any director or officer may be entitled. As used in this paragraph, the terms "director" and "officer" include their respective heirs, executors and administrators, and an "interested" director or officer is one against whom as such the proceedings in question or another proceeding on the same or similar grounds is then pending.

Indemnification of employees and other agents of the corporation (including persons who serve at its request as employees or other agents of another organization in which it owns shares or of which it is a creditor) may be provided by the corporation to whatever extent shall be authorized by the directors before or after the occurrence of any event as to or in consequence of which indemnification may be sought. Any indemnification to which a person is entitled under these provisions may be provided although the person to be indemnified is no longer a director, officer, employee or agent of the corporation or of such other organization. It is the intent of these provisions to indemnify director and officers to the fullest extent not specifically prohibited by law, including indemnification against claims brought derivatively, in the name of the corporation, and that such directors and officers need not exhaust any other remedies.

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except that this provision shall not apply to (a) Any breach of the director's duty of loyalty to the corporation or its shareholders; (b) Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law (c) Any distribution which is unlawful (d) Any transaction from which the director derived an improper personal benefit; or (e) Any act or omission occurring prior to the date on which these Articles of Incorporation are filed with the Secretary of State.

SECOND: These amendments are adopted on December 11, 2003.

THIRD: The amendments were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 11th day of December, 2003

Signature Paul Johanning
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporator)

Paul Johanning
Typed or printed name
President / Incorporator
Title