

LOUIS J. PLEETER
2255 Glades Rd.
Suite 236W.
Boca Raton, FL 33433
(561) 995-9350

S32651

April 21, 1997

Secretary of State
Div. of Corporations
P.O. Box 6327
Tallahassee, FL 32314

ENCLOSURE 15 PAGES -- 2
-04 28/97-01123-001
*****87.50 *****87.50

Re: Debt Control Center, Inc.
Certificate of Amendment


Gentlemen:

I am enclosing the following on behalf of Debt Control Center, Inc., the following:

- ✓ Articles of Amendment in duplicate
- ✓ My trust account check for \$87.50

Please return to me a certified copy of the Articles of Amendment.

Very truly yours,


Louis J. Pleeter
LJP/sa

FILED
97 APR 28 AM 9:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend

VS MAY 6 1997

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
DEBT CONTROL CENTER, INC.

FILED
97 APR 28 AM 9:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

On the 13th day of September, 1996, a Joint Special Meeting of the stockholders and Board of Directors of DEBT CONTROL CENTER, INC., a Florida corporation organized under the laws of the State of Florida, was held, at which meeting all the stockholders and directors of the Corporation unanimously adopted the following Resolution:

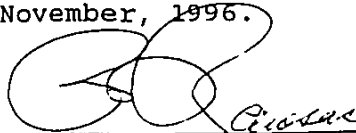
RESOLVED, that the Articles of Incorporation be amended by deleting Article III in its entirety, and in its place and stead substituting the following:

"ARTICLE III.

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares, all of the par value of One (\$1.00) Dollar per share. Such shares shall be classified so that Fifty Thousand (50,000) shares thereof shall be voting common shares and Fifty Thousand (50,000) shares thereof shall be non-voting common shares. The holders of the voting common shares shall alone be entitled to vote and the holders of the non-voting common shares shall have no voting rights whatever except as otherwise expressly provided by law. In all other respects, every share shall be equal to every other share, share for share, without any preference or priority whatever as between the respective classes."

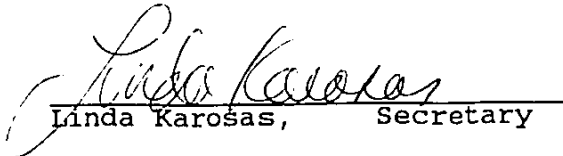
The undersigned, as President and Secretary of DEBT CONTROL CENTER, INC., hereby certify that the stockholders and Board of Directors, at a meeting duly called, noticed and held on the 13th day of September, 1996, at which all the stockholders and directors were present, unanimously adopted the foregoing Resolution and that said Resolution has not been rescinded or amended in any way.

Dated this 4th day of November, 1996.



Raymond Karosas, President

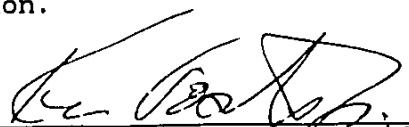
ATTEST:



Linda Karosas, Secretary

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 4th day of November, 1996, by RAYMOND KAROSAS, President of DEBT CONTROL CENTER, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.



Notary Public, State of Florida



KEN FOSTER JR
My Commission CC296297
Expires Jun. 29, 1997