

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
ELIMIDEBT MANAGEMENT SYSTEMS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

ELIMIDEBT MANAGEMENT SYSTEMS, INC.

ARTICLE II PRINCIPAL OFFICE

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

2500 E. Hallandale Beach Boulevard, Suite 707G
Hallandale Beach, FL 33009

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 REGISTERED AGENT AND STREET ADDRESS

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

Gaetano Barbieri
2500 E. Hallandale Beach Boulevard, Suite 707G
Hallandale Beach, FL 33009

ARTICLE V 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: June 16, 2000.

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

IN WITNESS WHEREOF, said Elimidebt Management Systems, Inc.

has caused these articles of amendment to be signed this 16th day of June, 2000.

ELIMIDEBT MANAGEMENT SYSTEMS, INC.

By:



Manuel G. Teixeira, President