

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF AUTHORITY

OF

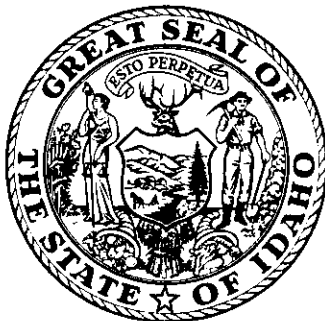
PROFINA DEBT SOLUTIONS, INC.

File Number C 131070

I, BEN YSURSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to reflect the name change from PROFINA DEBT SOLUTIONS, INC. to **INCHARGE DEBT SOLUTIONS, INC.** and attach hereto a duplicate of the application for such amended certificate.

Dated: April 15, 2004



Ben Yursa

SECRETARY OF STATE

By

Sheri Dabner



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

(Instructions on back of application)

04 APR 15 PM 2:55

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, **Idaho Code**, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement. Complete only applicable items.

IDAHO SECRETARY OF STATE
04/15/2004 05:00
CK: 3037 CT: 19577 BH: 739534
1 @ 20.00 = 20.00 EXPEDITE C # 2

1. A Certificate of Authority was issued to the corporation by your office on: November 5, 1999,
authorizing it to transact business in the State of Idaho under the name of:
PROFINA DEBT SOLUTIONS, INC.
2. Its corporate name has been changed to: InCharge Debt Solutions, Inc.
3. The name which it shall use hereafter in the State of Idaho is:
Incharge Debt Solutions, Inc.
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: _____

Dated: _____ Corporation Name: InCharge Debt Solutions, Inc.

Signature: Rw Closs

Typed Name: Robert W. Closs, Jr.

Capacity: President

Customer Acct # :

(if using pre-paid account)

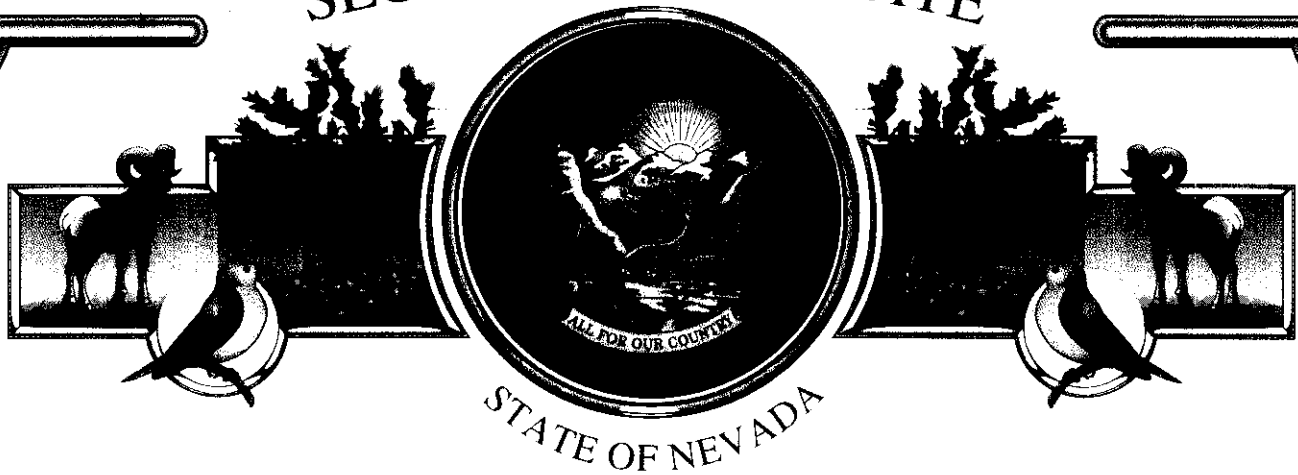
Secretary of State use only

g:\corpforms\corpforms\amended cert of authority p65
Revised 07/2002

IDAHO SECRETARY OF STATE
04/15/2004 05:00
CK: 192015 CT: 74104 BH: 739536
1 @ 30.00 = 30.00 AMEND CERT # 2

C 131070

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE (INCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I FURTHER CERTIFY, that the following is a list of all organizational documents on file in this office for

INCHARGE DEBT SOLUTIONS

Articles of Incorporation for FREEDOM FINANCIAL FOUNDATION filed August 22, 1997.

Certificate of Amendment to Articles of Incorporation changing name to CONCORD CREDIT SOLUTIONS, A NONPROFIT CORPORATION filed October 27, 1997.

Certificate of Amendment to Articles of Incorporation filed October 29, 1997.

Amended and Restated Articles of Incorporation and changing name to CONCORD CREDIT, LA FUNDACION HISPANA DE CREDITO filed May 6, 1998.

Certificate of Amendment to Articles of Incorporation filed October 27, 1999.

SECRETARY OF STATE



Certificate of Amendment to Articles of Incorporation changing name to PROFINA DEBT SOLUTIONS, INC. filed August 24, 2001.

Certificate of Amendment to Articles of Incorporation changing name to INCHARGE DEBT SOLUTIONS, INC. filed January 14, 2004.

Certificate of Amendment to Articles of Incorporation changing name to INCHARGE DEBT SOLUTIONS filed February 4, 2004.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **INCHARGE DEBT SOLUTIONS**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 22, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on April 7, 2004.

DEAN HELLER
Secretary of State

By

Certification Clerk