

**RESTATED ARTICLES OF INCORPORATION OF
DEBT REDUCTION SERVICES, INC.**

In compliance with the requirements of the Idaho Nonprofit Corporation Act, Chapter 30, Idaho Code, the undersigned, all of whom are of full age, have this day voluntarily related themselves together for the purpose of forming a nonprofit corporation and do hereby certify that the foregoing is a true and correct copy of the articles of incorporation of the said corporation.

ARTICLE 1. Name

The name of the corporation is Debt Reduction Services, Inc.

ARTICLE 2. Incorporators

The names and addresses of the incorporators are as follows:

Name	Address
Joseph T. Cestaro	2324 N. Broadview Place Boise, Idaho 83702
Catherine f. Cestaro	3 June Lane Dix Hills, New York 11746
Thomas Drechsler	1335 Harcourt Boise, Idaho 83702

ARTICLE 3. Registered Address and Agent

The address of the initial registered office of the corporation in the State of Idaho is 6225 N. Meeker Place, Suite 130, Boise, Idaho 83713, and the name of the initial registered agent of the corporation at such address is Joseph T. Cestaro.

ARTICLE 4. Purpose and Powers of the Corporation

The corporation does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to:

- (1) Promote public education of consumer financial responsibility through counseling programs and educational materials; and
- (2) Provide to the public programs for organization of consumer debt through structured payment plans, and for these purposes to:
 - (a) Receive from any and all available sources funds for nonprofit corporate purposes;

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(b) Hold title, legal or equitable, to property for any purpose incidental to its powers, and to sell or encumber any such property, real or personal;

(c) Solicit, receive and expend the proceeds of grants, donations, bequests and legacies for any nonprofit purpose for which the corporation is organized;

(d) Enter into such contracts and to incur such obligations as are consistent with its powers, objects and purposes, but the private property of the officers and directors of the corporation shall be exempt from the debts of the corporation, and no officer or director shall be individually or collectively liable or responsible for any debts or liabilities of the corporation;

(e) Do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the corporation including, without limitation, the powers of nonprofit corporations set forth in Idaho Code § 30-3-24, as now existing or hereafter amended.

ARTICLE 5. Membership

The corporation is formed with capital stock certificates. The corporation shall have one class of stock certificate. The aggregate number of shares which this corporation shall have authority to issue shall be 1000 shares without par value.

ARTICLE 6. Board of Directors

The affairs of this corporation shall be managed by a board of not less than three nor more than nine directors, who need not be members of the corporation. The number of directors may be changed by amendment of the bylaws of the corporation. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name	Address
Joseph T. Cestaro	2324 N. Broadview Place Boise, Idaho 83702
Catherine F. Cestaro	3 June Lane Dix Hills, New York 11746
Thomas Drechsler	1335 Harcourt Boise, Idaho 83702

Directors shall be elected by the shareholders at the annual meeting of the corporation and shall serve for a term of two years.

ARTICLE 7. Mergers and Consolidations

To the extent permitted by law, the corporation may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds of the votes cast by the voting members present in person or by proxy at any meeting of the membership called for such purpose or a majority of the voting power, whichever is less.

ARTICLE 8. Dissolution

All of the assets of the corporation are irrevocably dedicated to the nonprofit purpose of promoting public education of consumer financial responsibility through counseling programs and educational materials. No part of the assets of the corporation shall inure to the benefit of any private person or any officer or director of the corporation. The corporation may be dissolved with the assent of less than two-thirds of the votes cast by the voting members present in person or by proxy at any meeting of the membership called for such purpose or a majority of the voting power, whichever is less. Upon dissolution of the corporation, the assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency or nonprofit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the corporation.

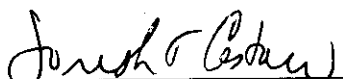
ARTICLE 9. Amendments

Amendment of this certificate shall require the assent of two-thirds of the votes cast by the shareholders present in person or by proxy at any meeting of the membership called for such purpose or a majority of the voting power, whichever is less.


ARTICLE 10. Duration

Unless dissolved by the stockholders or merged into or consolidated with another nonprofit corporation formed for the same purposes, the corporation shall exist perpetually.

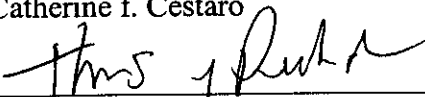
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, have executed these Articles of Incorporation this 9 day of June, 2001.



Joseph T. Cestaro



Catherine f. Cestaro



Thomas Drechsler