

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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P98000036903

April Project III Corp

700003568287--4
-01/23/01--01067--008
****280.00 ****35.00

- Art of Inc. File Name
LTD Partnership File Change
Foreign Corp. File Amend
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
☒ Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
☒ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record 1002
UCC 1 or 3-File 123101
UCC 11 Search _____
UCC 11 Retrieval _____

Signature _____

Requested by: 1-23-01 CD 11:00
Name Date Time

**ARTICLES OF AMENDMENT TO
APRIL PROJECT III CORP.**

THE UNDERSIGNED, being the sole director and president of April Project III Corp., does hereby amend its Articles of Incorporation as follows:

**ARTICLE I
NAME**

1. The name of this corporation shall be Continental Divide Corp.

**ARTICLE IV
SHARES**

4.1. The capital stock of this corporation shall consist of 50,000,000 shares of common stock, no par value and 5,000,000 shares of preferred stock.

4.2. Preferred Stock. The board of directors is authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, including voting rights, if any, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof.

4.3. Other Powers of the Board of Directors With Respect to Shares.

(a) The board of directors may effectuate dividends payable in shares by issuance of shares of any class or series to holders of shares of any other class or series.

(b) The board of directors may issue rights and options to acquire shares upon such terms as the board of directors shall determine.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on January 18, 2001 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this

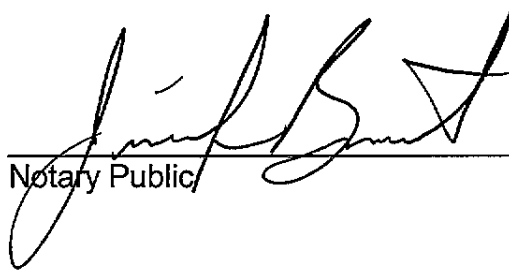
FILED
01 JAN 23 PM 2:37
STATE OF FLORIDA
TALLAHASSEE

Amendment to Articles of Incorporation this on January 18, 2001.



Eric P. Littman, President and Sole Director

The foregoing instrument was acknowledged before me on January 18, 2001 by Eric P. Littman who is personally known to me.


Notary Public

My commission expires:

