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VIA FEDERAL EXPRESS

March 3, 2000

Secretary of State of Florida
Corporations Division - Amendments
409 East Gaines Street
Tallahassee, FL 32399

Jan E. Blanck
305.539.3364
Fax: 305.358.7095
jblanck@kl.com

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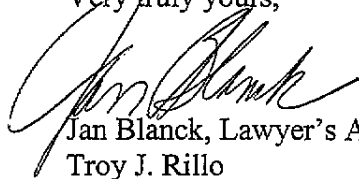
Re: August Project 1 Corp.

Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Amendment, in duplicate, to the Articles of Incorporation of August Project 1 Corp. Also enclosed is our check in the amount of \$43.75 in payment of filing fees and a certified copy. Please forward the certified copy of the Amendment to me.

Thank you for your cooperation with this matter.

Very truly yours,



Jan Blanck, Lawyer's Assistant to
Troy J. Rillo

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: Troy J. Rillo, Esq.

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Kirkpatrick & Lockhart LLP

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April 4, 2000

Clayton E. Parker
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cparker@kl.com

VIA FEDERAL EXPRESS

Ms. Thelma Lewis
Secretary of State of Florida
Corporations/Amendments
409 E. Gaines Street
Tallahassee, FL 32399

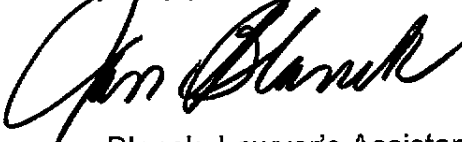
Re: August Project 1 Corp.

Dear Ms. Lewis :

Enclosed is Clayton Parker's certificate of acceptance as registered agent for August Project 1 Corp. We previously filed Articles of Amendment to August Project 1 Corp.'s Articles of Incorporation which changed the registered agent to Mr. Parker.

Thank you for your cooperation with this matter.

Very truly yours,



Jan Blanck, Lawyer's Assistant to
Clayton E. Parker

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF AUGUST PROJECT 1 CORP.**

In accordance with the terms of Section 607.1006 of the Florida Business Corporation Act, AUGUST PROJECT 1 CORP., a Florida corporation (the "Corporation"), hereby adopts the following amendments to its Articles of Incorporation:

1. Article IV is hereby amended to read as follows:

**ARTICLE IV
SHARES**

The maximum number of shares which this Corporation is authorized to issue is Sixty Million (60,000,000), Fifty Million (50,000,000) of which shall be shares of Common Stock having a par value of \$.001 per share, and Ten Million (10,000,000) of which shall be shares of Preferred Stock having a par value of \$.001 per share. The relative rights and preferences of the Preferred Stock shall be as determined from time to time by resolution adopted by the Board of Directors.

2. Article XIII is hereby amended to read as follows:

**ARTICLE XIII
REGISTERED AGENT**

The name and address of the registered agent of the Corporation is Clayton E. Parker, c/o Kirkpatrick & Lockhart, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

3. Article IX is hereby added to read as follows:

**ARTICLE IX
INDEMNIFICATION**

The officer and directors of the Corporation shall be indemnified to the fullest extent permitted by the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 607.1003 of the Act, the foregoing amendments to the Articles of Incorporation was adopted by written consent of the majority shareholder and sole director of the Corporation dated February 23, 2000, and therefore, the number of votes cast in favor of the amendments was sufficient for its approval.

AUGUST PROJECT 1 CORP.,
a Florida corporation

By: Earl T. Ingarfield
Earl T. Ingarfield, President

Date: Feb 23 /, 2000

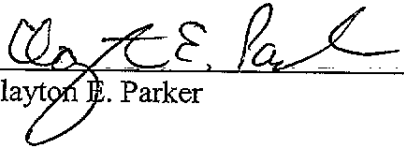
CERTIFICATE OF REGISTERED AGENT

OF

AUGUST PROJECT 1 CORP.

Having been named to accept service of process for August Project 1 Corp., at the place designated in the foregoing Articles of Amendment, Clayton E. Parker agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: March 30, 2000


Clayton E. Parker