

LAW OFFICES OF
ERIC P. LITTMAN, P.A.
1428 BRICKELL AVENUE
EIGHTH FLOOR
MIAMI, FLORIDA 33131

MARK J. BRYN
OF COUNSEL

TEL.: (305) 372-3322
FAX: (305) 372-0280

January 6, 1997

M34194

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/08/97--01114--026
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation
First Project, Inc.

Gentlemen:

Enclosed please find and original and one copy Amendments to Articles of Incorporation of First Project, Inc., Please return a certified copy to our office. Enclosed is a check in the amount of \$35.00 to cover the fees.

If anything further is needed, please do not hesitate to call our office.

Very truly yours,


Eric P. Littman

EPL/ijc

Enclosures

FILED
97 JAN -8 PM12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend
HFT
1-15-97

**AMENDMENT TO
ARTICLES OF INCORPORATION OF
FIRST PROJECT, INC.**

**FILED
97 JAN -8 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, being the president of FIRST PROJECT, INC., does hereby amend the Articles of Incorporation of FIRST PROJECT INC. as follows:

ARTICLE III

CAPITAL STOCK

4.1. Total Shares. The total number of shares which the Corporation shall have the authority to issue is 15,000,000 shares which shall be divided into classes of which 5,000,000 shall be designated Preferred Stock, \$.001 par value, and 10,000,000 shares, \$.0001 par value, which shall be designated Common 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 3, 1997 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this
Amendment to Articles of Incorporation on January 6, 1997.

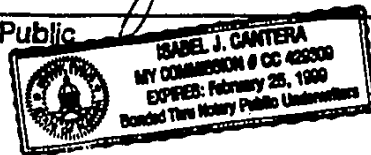


Eric P. Littman, President and Sole Director

The foregoing instrument was acknowledged before me on January 6, 1997, by Eric
P. Littman, who is personally known to me, or who has produced
as identification.


Notary Public

My commission expires:



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