



THE UNITED STATES
CORPORATION
COMPANY

M34194

ACCOUNT NO. : 072100000032

REFERENCE : 435819 4330594

AUTHORIZATION : *Mark A. Wilson*

COST LIMIT : \$ 35.00

ORDER DATE : June 20, 1997

ORDER TIME : 10:12 AM

ORDER NO. : 435819-005

FILE 1ST

CUSTOMER NO: 4330594

CUSTOMER: Justin Wilson, Legal Assistant
Adorno & Zeder, P.a.
Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

000002218500--3

DOMESTIC AMENDMENT FILING

NAME: FIRST PROJECT, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

Amendment
6/20/97

FILED
97 JUN 20 PM 3:24
TALLAHASSEE, FLORIDA
11:30

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

FILED
97 JUN 20 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned, President of FIRST PROJECT, INC. (the "Corporation"), hereby executes the following Articles of Amendment to the Corporation's Articles of Incorporation:

FIRST: The name of the corporation is First Project, Inc..

SECOND: The following amendment to the Articles of Incorporation of the Corporation was recommended by the Board of Directors of the Corporation to the shareholders on June 13, 1997, and approved by consent of the holders of a majority* of issued and outstanding Common Stock of the Corporation on June 16, 1997, in the manner prescribed by the Florida Business Corporation Act:

Article III of the Articles of Incorporation of the Corporation be amended to read in its entirety as follows:

(1) The total number of shares which the Corporation shall have the authority to issue is 10,000,000 shares of which 5,000,000 shares shall be designated Preferred Stock, par value \$0.001 per share, and 5,000,000 shares shall be designated Common Stock, par value \$0.0002 per share."

(2) The Board of Directors is authorized, subject to any 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.

*The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Articles of Incorporation to be executed this 16 day of June, 1997.

FIRST PROJECT, INC.,
a Florida corporation

By: Norman Frank
Norman Frank, President

M 34194



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 435819 4330594

AUTHORIZATION : *Mark R. Wilson*

COST LIMIT : \$ 35.00

ORDER DATE : June 20, 1997

ORDER TIME : 10:13 AM

ORDER NO. : 435819-010 FILE 2ND

CUSTOMER NO: 4330594

CUSTOMER: Justin Wilson, Legal Assistant
Adorno & Zeder, P.a.
Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

700002218507--1

DOMESTIC AMENDMENT FILING

NAME: FIRST PROJECT, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

NAME Change
W / Amendment
6/20/97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 20 PM 3:25

97 JUN 20 PM 11:30

FILED

RECEIVED

DE

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

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned, President of FIRST PROJECT, INC. (the "Corporation"), hereby executes the following Articles of Amendment to the Corporation's Articles of Incorporation:

FIRST: The name of the corporation is First Project, Inc..

SECOND: The following amendments to the Articles of Incorporation of the Corporation was recommended by the Board of Directors of the Corporation to the shareholders on June 13, 1997, and approved by consent of the holders of a majority* of issued and outstanding Common Stock of the Corporation on June 16, 1997, in the manner prescribed by the Florida Business Corporation Act:

Article I of the Articles of Incorporation of the Corporation be amended to read in its entirety as follows:

The name of the corporation is HydroFuser Industries Inc.

Article III(1) of the Articles of Incorporation of the Corporation be amended to read in its entirety as follows:

The total number of shares which the Corporation shall have the authority to issue is 55,000,000 shares of which 5,000,000 shares shall be designated Preferred Stock, par value \$0.001 per share, and 50,000,000 shares shall be designated Common Stock, par value \$0.0002 per share."

*The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Articles of Incorporation to be executed this 16 day of June, 1997.

FIRST PROJECT, INC.,
a Florida corporation

By: Norman Frank
Norman Frank, President

FILED
97 JUN 20 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA