

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*Per phone call:
delete the word
"corrected"
in heading*

N. HENDRICKS FFR - 7 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 2/7 12:00

m34194

RE: First Project, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
<input checked="" type="checkbox"/> Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

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

FILED
97 FEB -7 PM 2:29
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.

ARTICLE XIV

AMENDMENT

These Articles of Incorporation, except as otherwise provided by statute, may be

adopted, modified, amended or repealed upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

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.

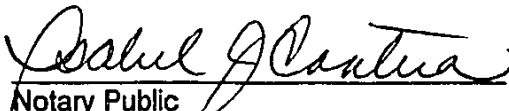
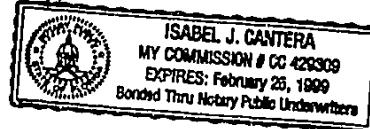
IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation on January 3, 1997.



Eric P. Littman, President and Sole Director

The foregoing instrument was acknowledged before me on January 3, 1997, by Eric P. Littman, who is personally known to me, or who has produced as identification.

My commission expires:


Notary Public

C:\Data\WP\504\project\artLamend.wpd

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

N. HENDRICKS FEB - 5 1997

Txl.

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 2/5 12:00

RE:

m34194
First Project Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.THANK YOU
from
Your Capital Connection

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

FILED
97 FEB -5 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE XIV

AMENDMENT

These Articles of Incorporation and the By-Laws of this corporations may be adopted, modified, amended or repealed upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

I hereby certify that the ~~previous~~ 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 this on 3rd day of January, 1997.



Eric Littman, President
Sole officer and Director

State of Florida
County of Dade

THE foregoing instrument was acknowledged before me this 3rd day of January, 1997 by Eric P. Littmann, who is personally known to me, or who have produced _____ as identification.


Notary Public

My commission expires:

