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February 23, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Amendment

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-02/28/01--01102--002
*****43.75 *****43.75

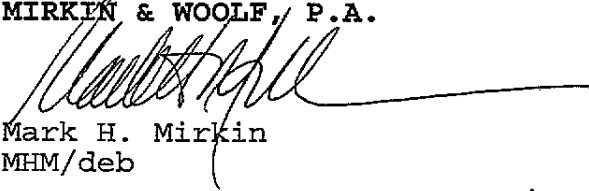
Ladies and Gentlemen:

Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Incorporation of Pro-Project, Inc. along with a check in the amount of \$43.75 to cover the filing fee and fee for a certified copy. Please send the certified copy to me at the letterhead address.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.


Mark H. Mirkin
MHM/deb

Enclosures

cc: Roger Collins

Amend
2-28-01
AMS

FILED
01 FEB 26 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
PROPROJECT, INC.

Pursuant to the provisions of the Florida Statutes, on February 21, 2001 all of the shareholders and all of the directors of PROPROJECT, INC., a Florida corporation (the "Corporation"), adopted the following resolution by written consent:

RESOLVED: That the Articles of Incorporation of the Corporation as filed with the Florida State Department be amended to increase the number of authorized shares of common stock from 300 to 50,000,000 and to decrease the par value thereof from \$1.00 to \$0.01 per share.

NOW THEREFORE, in accordance with the foregoing resolution, Article III of the Corporation's Articles of Incorporation is amended to read as follows:

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is fifty million (50,000,000) shares of common stock, \$0.01 par value per share.

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 21st day of February 21, 2001.



Roger Collins - D

FILED
01 FEB 26 AM 9:56
CLERK OF STATE
TALLAHASSEE, FLORIDA