

P00000098315

(Requestor's Name)

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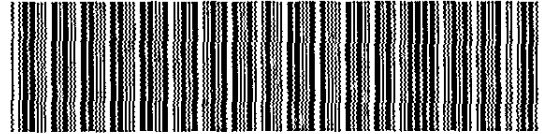
(Business Entity Name)

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Name Change/cc
1a

August 30, 2003
Silver Law Inc.
1007 N. Federal Hwy, #182
Ft. Lauderdale, FL 33304

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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

RE: Articles of Amendment
CORPORATION NO. P00000098315

Dear Sir or Madam:

Enclosed please find three copies of the form for filing an Article of Amendment for change of name from ProProject Inc. to Afternic Inc.

We filed a cancellation of ProProject Inc.'s use of the fictitious name Afternic with the Fictitious Name Registration department approximately 10 days ago so that such name was released. We have enclosed a copy of this form.

Also enclosed is the Amendment filing fee of \$35, plus \$8.75 for a certified copy returned to the client's address, (810 NW 72nd Ave., Plantation, FL 33317) along with a self-addressed, stamped envelope.

You may contact me at (954) 630-3551 with concerns or questions.

Very truly,

Judith A. Silver, Esq.

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF PROPROJECT INC.
CORPORATION NO. P00000098315**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: Article I shall now read: "The name of the corporation is Afternic, Inc."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

None

THIRD: The date of each amendment's adoption: August 20, 2003.

FOURTH: Adoption of Amendment(s)

___ The amendment(s) was/ were approved by the shareholders. The number of votes cast for the amendment(s) was/ were sufficient for approval.

___ The amendment(s) was/ were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/ were sufficient for approval by

X The amendment(s) was/ were adopted by the board of directors without shareholder action and shareholder action was not required.

___ The amendment(s) was/ were adopted by the incorporators without shareholder action and shareholder action was not required.

By: Roger Collins
Chairman of the Board / Director

Name: Roger Collins

Date: 8/20/03

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TALLAHASSEE, FLORIDA


UNANIMOUS CONSENT ACTION OF THE
BOARD OF DIRECTORS OF
PROPROJECT INC.

The undersigned, as all the members of the Board of Directors of ProProject Inc., a Florida corporation (the "Company"), unanimously agree, adopt, consent to, and order the following corporate actions under §607.0821 of the Florida Business Corporation Act (the "Act"):

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopt the following corporate actions:

BE IT RESOLVED, that the Corporation shall amend its Articles of Incorporation, Article 1 to change the corporation name from ProProject Inc. to Afternic, Inc.

IN WITNESS WHEREOF, the undersigned, as all of the members of the Board of Directors of ProProject Inc., execute the foregoing corporate action for the purpose of giving their consent to it as of August 19, 2003.



Roger Collins, Director



Kristine Collins, Director