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CAPITAL CONNECTION, INC.
 117 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
 (904) 222-8870 • F.R.N. 112-0062 • Fax (904) 222-1222

FILED
 97 JUN 27 AM 11:53
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

July Project II
 Corp.

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 Art. of Inc. Fee ****122.50 ****122.50
 L.D. Partnership File
 Foreign Corp. File
 L.C. File
 fictitious Name File
 Name Reservation
 Merger File
 Art. of Amend. File
 RA Resignation
 Dissolution / Withdrawal
 Annual Report / Reinstatement
 Cert. Copy
 Photo Copy
 Certificate of Good Standing
 Certificate of Status
 Certificate of Fictitious Name
 Corp Record Search
 Officer Search
 Fictitious Search
 Fictitious Owner Search
 Vehicle Search
 Outing Record
 Out of State File
 Out of State Search
 Out of State Renewal
 Counter

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 DIVISION OF CORPORATION

Signature _____
 Requested by _____
 Name _____ Date 6/27/97 Time 10:00
 Walk-In _____ Will Pick Up _____

B. PRONTER JUN 27 1997

**ARTICLES OF INCORPORATION
OF
JULY PROJECT II CORP.**

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The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is JULY PROJECT II CORP.

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV
SHARES**

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, \$.001 par value.

**ARTICLE V
PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 1428 Brickell Avenue, 8th Floor, Miami, FL 33131. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be 1. The Board of

Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws. The name and addresses of the initial Board of Directors and officers are as follows:

Eric P. Littman
1428 Brickell Avenue
8th Floor
Miami, FL 33131

President/Secretary/Director

ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

ARTICLE VIII AMENDMENT OF BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except 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.

ARTICLE IX SHAREHOLDERS

9.1. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

**ARTICLE X
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI
SUBSCRIBER**

The name and address of the person signing these Articles of Incorporation as subscriber is:

Eric P. Littman
1428 Brickell Avenue 8th Floor
Miami, FL 33131

**ARTICLE XII
CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

**ARTICLE XIII
RESIDENT AGENT**

The name and address of the initial resident agent of this corporation is:

Eric P. Littman
1428 Brickell Avenue
8th Floor
Miami, FL 33131

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles

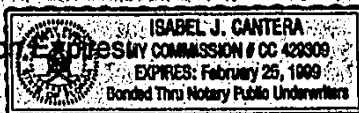
of Incorporation this on June 26, 1997


Eric P. Littman, Subscriber

Subscribed and Sworn on June 26, 1997
Before me:

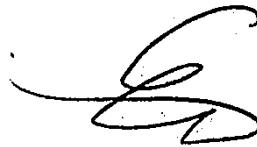

Isabel Cantera, Notary Public

My Commission



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for JULY PROJECT II CORP., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Eric P. Littman

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