

CAPITAL CONNECTION, INC.

• 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8002 • Fax (850) 222-1922

March Project III Corp.

600003562126--1

-01/22/01--01028--023

****595.00 *****35.00

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

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

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Courier

FILED
01 JAN 22 PM 2:36
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
01 JAN 22 AM 10:37
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name
Change
Amend

Photo

1/22/01

**ARTICLES OF AMENDMENT TO
MARCH PROJECT III CORP.**

THE UNDERSIGNED, being the sole director and president of March Project III Corp., does hereby amend its Articles of Incorporation as follows:

**ARTICLE I
NAME**

1. The name of this corporation shall be Brooks & Ponds Corp.

**ARTICLE IV
SHARES**

4.1. The capital stock of this corporation shall consist of 50,000,000 shares of common stock, no par value and 5,000,000 shares of preferred 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.

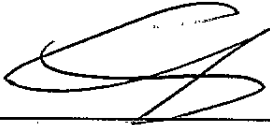
(a) The board of directors may effectuate dividends payable in shares by issuance of shares of any class or series to holders of shares of any other class or series.

(b) The board of directors may issue rights and options to acquire shares upon such terms as the board of directors shall determine.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on January 18, 2001 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 January 18, 2001.



Eric P. Littman, President and Sole Director

The foregoing instrument was acknowledged before me on January 18, 2001 by Eric P. Littman who is personally known to me.



Notary Public

My commission expires:

