

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-850-342-8862 • Fax (850) 222-1222

P980000019687

March Project IV Corp.

400003562124--8
-01/22/01--01028--023
*****595.00 *****35.00

Name
Change
Amend

- FILED
01 JAN 22 PM 2:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
- 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 _____
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 _____
Courier _____
- RECEIVED
01 JAN 22 AM 10:38
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

Signature _____

Requested by: _____

Name _____

Date 1-22-01

Time 11:00

Walk-In _____

Will Pick Up _____

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

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

**ARTICLE I
NAME**

1. The name of this corporation shall be Baruch Associates 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

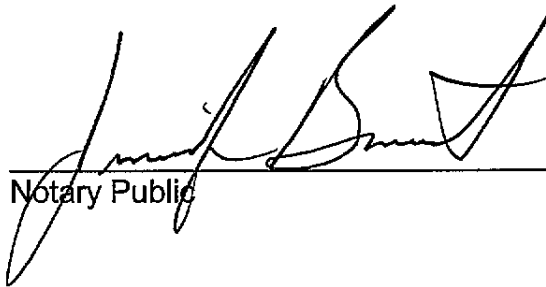
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

