

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-3170 • 1-800-242-8862 • Fax: (850) 222-1222

P98000046683

June Project 111 Corp

000003562120--0
-01/22/01--01028--023
****595.00 ****35.00

- ___ Art of Inc. File name
- ___ LTD Partnership File change
- ___ Foreign Corp. File amend
- ___ 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 DR
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval 1/23/01
- ___ Courier _____

FILED
01 JAN 23 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 JAN 22 AM 10:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: PK

Name _____

Date 1-21-01

Time 11:00

Walk-In _____

Will Pick Up _____

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

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

FILED
01 JAN 28 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

1. The name of this corporation shall be Dennis Association Group 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.

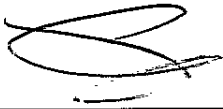
(a) The board of directors may effectuate dividends payable in shares by issuance of shares of any class or series to holders of shares of any other class or series.

(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.

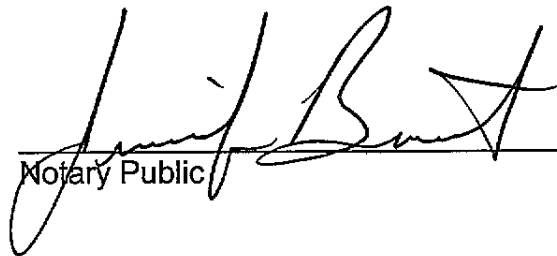
IN WITNESS WHEREOF, I have hereunto subscribed to and executed this

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:



Jennifer Barrueta
My Commission CC883378
Expires December 07, 2003