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BASIC AMENDMENT

BLOOMS & BEANS, INC.

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ARTICLES OF AMENDMENT
OF
BLOOMS & BEANS, INC.

1. The name of the Corporation is Blooms & Beans, Inc. (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is FACEWORKS ENTERPRISES, INC., and the street address of the principal office of the Corporation is 1314 East Las Olas Boulevard, #1099, Fort Lauderdale, Florida 33301.

3. Article V of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE V

BOARD OF DIRECTORS

The Corporation shall have two (2) Directors to hold office until the next Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the Directors of the Corporation are:

Name	Address
Morgan Dancer	1314 East Las Olas Boulevard, #1099 Fort Lauderdale, FL 33301
Karin Peers	1314 East Las Olas Boulevard, #1099 Fort Lauderdale, FL 33301

4. The foregoing amendments were unanimously adopted by all of the Directors and all of the Stockholders of the Corporation eligible to vote by a Written Consent signed by them on August 17, 2001, manifesting their intention that these amendments to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendments were sufficient for approval by the Stockholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 17th day of August 2001.

MORGAN DANCER, President