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August 31, 1999

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Mattern Wholesale Florist of Melbourne, Inc.
Our File No. 97-6947

Dear Sir or Madam:

Enclosed please find an original plus one copy of the Articles of Amendment to Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$35.00 representing the filing fee for same. Please confirm to the undersigned in writing that this Amendment has been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & TORPY, P.A.


J. Patrick Anderson

JPA:sld
Enclosures

N/C

FILED
99 SEP -2 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
MATTERN WHOLESALE FLORIST OF MELBOURNE, INC.**

FILED
99 SEP -2 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I of the Articles of Incorporation of Mattern Wholesale Florist of Melbourne, Inc. (the "Corporation") was amended by the Corporation's Shareholders on August 31, 1999. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to Florida Statutes Section 607.1006.

1. The name of the Corporation is Mattern Wholesale Florist of Melbourne, Inc.
2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE I

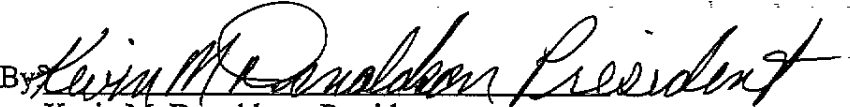
Corporation Name

The name of the Corporation shall be FIRST FLORAL GROUP,
INC."

3. The foregoing amendment to the Articles of Incorporation was voted on by the Shareholders of the Corporation entitled to vote on the matter and the number of votes cast by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of this Corporation has acknowledged and executed these Articles of Amendment on the 31st of August, 1999.

Mattern Wholesale Florist of Melbourne, Inc.

By  President
Kevin M. Donaldson, President