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FROM-AKERMAN SENTERFITT & EIDSON

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From: Nery C. Toledo, Legal Assistant

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Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

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BASIC AMENDMENT

LOVELL FARMS, INC.

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
LOVELL FARMS, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, LOVELL FARMS, INC., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the Corporation is: LOVELL FARMS, INC.
2. The Articles of Incorporation of LOVELL FARMS, INC. have been amended by deleting Article I in its entirety and by substituting in lieu thereof the following:

"ARTICLE I

The name of this corporation shall be Full Bloom Farms, Inc., and the address of the corporation shall be 17455 S.W. 157 Avenue, Miami, Florida 33187."

3. The date of the written consent of the Corporation's Board of Directors, in lieu of meeting, approving and adopting this Amendment to the Corporation's Articles of Incorporation ("Amendment") is March 2, 2000; and
4. The date of the written consent of a majority of the Corporation's shareholders, in lieu of meeting, approving and adopting this Amendment, such number being sufficient for approval, is March 2, 2000.

[Signature on following page]

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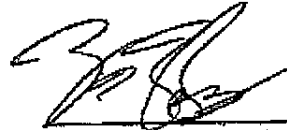
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IN WITNESS WHEREOF, the undersigned hereby certifies that the foregoing is true and complete and has executed these Articles of Amendment to the Articles of Incorporation of LOVELL FARMS, INC., this 3rd day of March 2000.

LOVELL FARMS, INC.



Warren W. Lovell III, President