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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FIELD OF FLOWERS, INC.

DOCUMENT NUMBER: L 38462

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

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DONN F. FLIPSE

(Name of Contact Person)

FIELD OF FLOWERS

(Firm/ Company)

5123 S. UNIVERSITY DR

(Address)

DAVIE, FL 33328

(City/ State and Zip Code)

For further information concerning this matter, please call:

DONN F. FLIPSE

(Name of Contact Person)

at (954) 680 2406 EXT. 160

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Field of Flowers, Inc.
L38462
(Document number of Corporation)

FILED
2007 JUN 18 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following Amendment to its Articles of Incorporation:

RESOLVED, that Article III of the Articles of Incorporation is hereby amended to read in its entirety as follows:

“Article III. CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000,000 shares of Common Stock, par value \$.01 per share.”

The date of Amendment adoption: May 31, 2007

The Amendment was approved by the Shareholders. The number of votes cast for the Amendment by the Shareholders was sufficient for approval. All members of the Board of Directors also approved of this Amendment.

Signature:


Donn F. Flipse

President and Chief Executive Officer, Field of Flowers, Inc.