

M11924

Y & A PROFESSIONAL SERVICE, INC
12360 S.W. 132 CT. # 210- MIAMI, FL. 33186
Telephone # 305-971-3340 = Fax # 305-971-3345

FILED
98 MAR 23 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Miami, March 17, 1998 ,

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O.BOX 6327
TALLAHASSEE, FLORIDA 32314

Gentlemen:

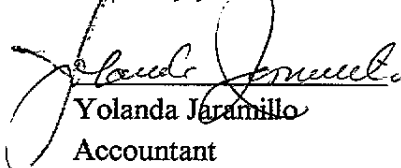
Enclosed please find ch., in the amount of \$ 35.00 dollars and the two copies of the amendment of
Articles of Incorporrtion of :
CARNIVAL FLOWERS & GIFTS, INC.

300002465133--0
-03/23/98--01087--013
*****35.00 *****35.00

Please send the amendment to :

Y & A Professional Service, Inc.
12360 S.W. 132 Ct., Suite 210
Miami, Florida 33186

Sincerely yours:


Yolanda Jaramillo
Accountant

VS MAR 25 1998

Amend.

**FOURTH CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CARNIVAL FLOWERS & GIFTS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All the Stockholders of CARNIVAL FLOWERS & GIFTS, INC. a Florida Corporation under its corporate seal and the hand of its President , MARIELLA S. CAICEDO by certify as follows:

CLAUSE I


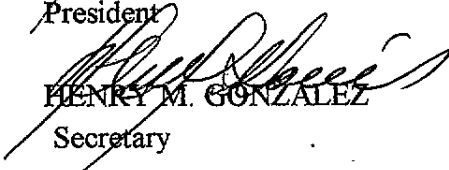
That all the Shareholders of CARNIVAL FLOWERS & GIFTS, INC. in response to a call and notice of meeting, held on February 19th, 1998 at 9552 s.w. 137 Avenue, Miami, Florida 33186, the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Articles , VII and VIII of Incorporation to read as folloing:

**ARTICLES VII AND VIII
NEW BOARD OF DIRECTOR AND SHARES**

Upon motion duly made, was approved that MARIELLA S. CAICEDO , ROBERTO F CAICEDO AND EVELYN CAICEDO, resigned from the office of Directors of the Corporation, and the names of GLORIA GARCIA AND HENRY M. GONZALEZ were appointed as officers of the Corporation.

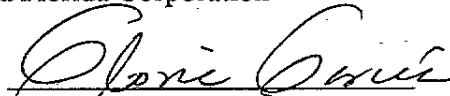
The Capital Stock of the corporation consists of 900 shares of \$ 1.00 dollar per value.

Not been any other changes, the new Board of Directors will read as follows:

NAME & TITLE:	ADDRESS:	SHARES
 GLORIA GARCIA President	11881 S.W. 45 STREET Miami, Fl. 33175	100%
 HENRY M. GONZALEZ Secretary	11881 S.W. 45 STREET Miami, Fl. 33175	-0-

IN WITNESS WHEREOF, The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do so, and its Corporate seal to be here unto affixed, on this day February 19th. 1998 Miami, Florida -----

CARNIVAL FLOWERS & GIFTS, INC..
a Florida Corporation


GLORIA GARCIA.
President

STATE OF FLORIDA)

) S.S.

COUNTY OF DADE)

I HEREBY CERTIFY that on this day February 19th 1998, before me personally appeared the under signed authority GLORIA GARCIA and HENRY M GONZALEZ as President and Secretary of CARNIVAL FLOWERS & GIFTS, INC. and they acknowledged that they executed the foregoing amendment to the articles of Incorporation after having been duly authorized to do so.

WITNESS my hand and official seal, at Miami, Florida County

