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To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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BASIC AMENDMENT

CARNIVAL FLOWERS & GIFTS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CARNIVAL FLOWERS & GIFTS, INC.

FILED
04 JAN 29 AM 11:26
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: ORIEL G. BARROSO, hereby 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 January 23, 2004, 9552 SW 137 AVENUE, Miami, Fl. 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 IV, VII and VIII of the Articles of Incorporation to read as follows:

FIRST:

ARTICLE IV:
REGISTER AGENT

The name of the new Registered Agent will be: ORIEL G. BARROSO

SECOND:

ARTICLE VII
DIRECTORS

The name and address of the New Board of Directors, will be:

NAME & TITLE	ADDRESS	TITLE
ORIEL G. BARROSO	1561 SE 17 AVENUE Homestead, Fl. 33035	PRESIDENT
KENIA BARROSO	1561 SE 17 AVENUE Homestead, Fl. 33035	SECRETARY

THIRTH:

ARTICLE VIII
SUBSCRIBERS

The name of the New Subscriber will be:

NAME	TITLE	SHARES
ORIEL G. BARROSO	PRESIDENT	- 50%-
KENIA BARROSO	SECRETARY	- 50%-

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 as, and its Corporate seal to be here unto affixed, on this day January 23, 2004 at Miami, Florida

CARNIVAL FLOWERS & GIFTS, INC.
A Florida Corporation



ORIEL G. BARROSO
PRESIDENT



KENIA BARROSO
SECRETARY

**CERTIFIED OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submit the following statement in designating the registered office / registers agent, in the State of Florida.

1.- The name of the corporation is:

CARNIVAL FLOWERS & GIFTS, INC.

2.- The name of the address of the registered agent and office is:

**ORIEL G. BARROSO
9562 SW 137 AVENUE
MIAMI, FL. 33186**

Signature: _____


**ORIEL G. BARROSO
PRESIDENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AND FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


**ORIEL G. BARROSO
REGISTERED AGENT**