

P000000031844

Florida Department of State
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From: Account Name : FAS-T CORP. AGENTS, INC.
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BASIC AMENDMENT

GLADSTONE'S FLORIST & NURSERY, INC.

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AMEND
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 14, 2000

GLADSTONE'S FLORIST & NURSERY, INC.
11338 BISCAYNE BLVD.
NORTH MIAMI, FL 33181

SUBJECT: GLADSTONE'S FLORIST & NURSERY, INC.
REF: P00000031844

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell

FAX Aud. #: H00000048450

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
GLADSTONE'S FLORIST & NURSERY, INC.

FILED
00 SEP 15 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

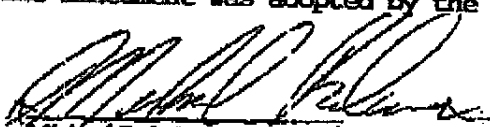
FIRST: Article VII- The names and addresses of the board of directors is amended to read as follows:

President	Michael Robaina	11338 Biscayne Blvd North Miami, FL 33181
Vice President- Secretary	Lennox Newman	11338 Biscayne Blvd North Miami, FL 33181

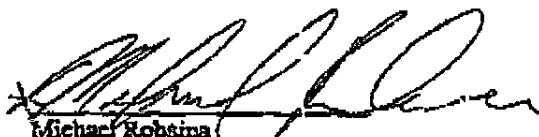
SECOND: Article VI - The name and address of the registered agent should read as follows:

Michael Robaina
11338 Biscayne Blvd
North Miami, FL 33181

The change was authorized by resolution duly adopted by the shareholders
The adoption date 09/13/00
The amendment was adopted by the shareholders


Michael Robaina - Director / **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 as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.


Michael Robaina
Registered Agent