

P0000005/221

Y & A PROFESSIONAL SERVICE, INC.
12350 S.W 132 CT #207
MIAMI, FLORIDA 33186

Miami, July 24, 2000

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

100003346691--2
-08/04/00--01072--007
*****35.00 *****35.00

Gentlemen:

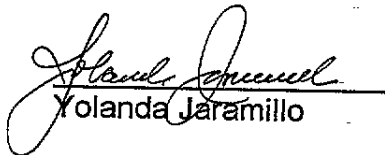
Enclosed please find a check in the amount of \$ 35.00 dollars and the copy of the amendment of Articles of Incorporation of:

A GABLES FLOWERS & GIFTS, INC.

If you have any questions regarding this matter, please do not hesitate to contact us.

Please send the amendment to the above mentioned address.

Sincerely yours,


Yolanda Jaramillo

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ac Amend
8/15

FIRST CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
A GABLES FLOWERS & GIFTS, INC.

All the stockholders of A GABLES FLOWERS & GIFTS, INC. A Corporation
under its corporate seal and the hand of its President, JOSE LLAMA JR.,
hereby certify as follows:

CLAUSE I

That all the Shareholders of A GABLES FLOWERS & GIFTS, INC. in response
to a call and notice of meeting, held on July 24, 2000., at 6741 Coral Way Ste.
54 Miami, Fl. 33155-1768 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 , II, VII and VIII of
Articles of Incorporation to read as follow:

ARTICLE II
NAME & ADDRESS OF REGISTERED AGENT

The new name ana address of Registered Agent, will be: Jose LLama Jr, located
at: 6741 Coral Way, Suite 54 , Miami, Florida 33155.

ARTICLE VII
DIRECTORS AND OFFICERS

Upon motion duly made, it was unanimously approved that EUMELIA ALMIRA
resigned as President and Secretary of the Board of directors

ARTICLE VIII
SUBSCRIBERS


The new board of directors will read as follows:

Name	Address:	Shares
JOSE LLAMA President/Secretary	12161 s.w. 103 Street Miami, Fl. 33186	-100%-

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 July 24, 2000 at Miami, Florida.-----

A GABLES FLOWERS & GIFTS, INC.
Florida Corporation.


JOSE LLAMA JR.
President

**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.

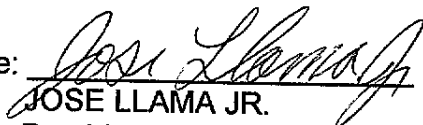
1.- The name of the corporation is:

A GABLES FLOWERS & GIFTS, INC.

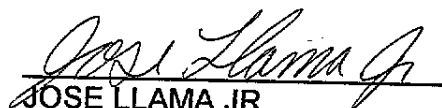
2.- The name of the address of the registered agent and office is:

JOSE LLAMA JR.
6741 Coral Way , Suite # 54
Miami, fl. 33155

Signature: _____


JOSE LLAMA JR.
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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


JOSE LLAMA JR.
Registered Agent