

July 5, 2000

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

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Dear Sirs:

Enclosed please find an Amendment to Articles form for the Florida Corporation, Gardening Angels, Inc.

This Amendment is to Article V, to include additional officers to the corporation.

Enclosed please find my check for the filing fees and copy of the amended papers.

If you should need to obtain further information, please contact me concerning the corporation at 941-775-8814.

Thank you for your prompt consideration of this matter.

ane F. Sheehan, Director

Gardening Angels, Inc. 2315 Elizabeth Ct.

Naples, Fl. 34112

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7-20-2000

SECRETARY OF STATE OIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

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 GARDE	ENING (prese	ANG ent name)	ELS,	INC	•

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE V

THE INITIAL BOARD OF DIRECTORS SHALL BE COMPOSED OF ONE DIRECTOR AND TWO OFFICERS AND THE NAMES AND ADDRESSES AS FOLLOWS:

JANE F. SHEEHAN, DIRECTOR

2315 ELIZABETH CT.

NAPLES, FL. 34112

WILLIAM F. SHEEHAN, VICE PRESIDENT

2315 ELIZABETH CT.

NAPLES, FL. 34112

COLLEEN E. SHEEHAN, SECRETARY

2315 ELIZABETH CT.

NAPLES, FL. 34112

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: JULY 3, 2000					
FOURTH:	Adoption of Amendment(s) (CHECK ONE)					
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.					
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):					
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"					
X	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.					
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.					
Signature	Signed this					
	V OR					
	(By a director if adopted by the directors)					
	OR T					
	(By an incorporator if adopted by the incorporators)					
	TANE F. SHEEHAN Typed or printed name					
	DIRECTOR					