

PD10000035069

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(Business Entity Name)

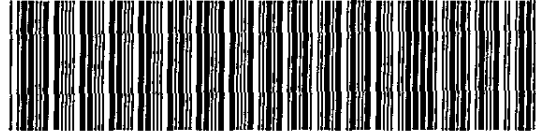
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

FILED
04 SEP -8 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME OF CORPORATION: GARDENCE.COM, INC.

DOCUMENT NUMBER: P01000035069

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ARNAUD GAVET

(Name of Contact Person)

GARDENCE.COM, INC.

(Firm/ Company)

4603 SW 44TH AVENUE

(Address)

FT. LAUDERDALE, FL 33314

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

ARNAUD GAVET

(Name of Contact Person)

at (954) 583-4448

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF

FILED
04 SEP -8 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GARDENCE.COM, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P01000035069

(Document number of corporation)

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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "company," "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

Amendment(s) adopted: (other than name change) Indicate Article Number (s) and/or Article Title(s) being amended, added or deleted:

Article 7-Officers

This article is being amended to change the Vice-President, Secretary and Treasurer of Gardence.com, Inc. Philippe Gavet has resigned from these offices. Arnaud Gavet, whose address is Gardence.com, Inc., 4603 SW 44th Avenue, Ft. Lauderdale, FL 33314, has been appointed as Vice-President, Secretary and Treasurer of Gardence.com, Inc.

Article 8-Registered Agent

This article is being amended to change the Registered Agent for Gardence.com Inc. Philippe Gavet has resigned as the Registered Agent. Arnaud Gavet, whose address is Gardence.com, Inc., 4603 SW 44th Avenue, Ft. Lauderdale, FL 33314, has been appointed as the Registered Agent.

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:

The date of each amendment's adoption: AUGUST 14, 2004

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s).

___ 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 _____"
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 14 day of AUGUST, 2004.
8/14/04

Signature [Signature]
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders.)

or

(By a director if adopted by the directors)

or

(By an incorporator if adopted by the incorporators)

REMY JACQUES PLATEL

(Typed or printed name of person signing)

PRESIDENT, DIRECTOR