

001000050255

LAW OFFICES  
KOZYAK TROPIN & THROCKMORTON, P.A.

PROFESSIONAL ASSOCIATION  
2800 FIRST UNION FINANCIAL CENTER  
200 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131-2335

TELEPHONE (305) 372-1800  
TELECOPIER (305) 372-3508

January 9, 2002

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

900004769339--6  
-01/11/02--01047--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: ***Prisma Flowers International, Inc.***

Dear Sir/Madam:

I enclose an original and one copy of the Articles of Amendment to Articles of Incorporation for the above-named corporation. A check made payable to the Florida Secretary of State for \$35.00 is also enclosed representing your filing fees. Please return to the undersigned a certified copy of the Articles of Amendment to Articles of Incorporation.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Yamile C. Paz  
Legal Assistant

FILED  
02 FEB 21 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

YCP:  
Enclosure

cc: Laurel M. Isicoff, Esq. (w/o enc.)

3089/101/200263.1

2/22  
all  
Michele  
Garcia



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 18, 2002

LAW OFFICES KOZYAK TROPIN & THROCKMORTON, P.A.  
200 SOUTH BISCAYNE BLVD.  
MIAMI, FL 33131-2335

SUBJECT: PRISMA FLOWERS INTERNATIONAL INC.  
Ref. Number: P01000050255

We have received your document for PRISMA FLOWERS INTERNATIONAL INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6908.

Anna Chesnut  
Corporate Specialist

Letter Number: 602A00002642

LAW OFFICES  
**KOZYAK TROPIN & THROCKMORTON, P.A.**  
PROFESSIONAL ASSOCIATION  
2800 FIRST UNION FINANCIAL CENTER  
200 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131-2335

TELEPHONE (305) 372-1800  
TELECOPIER (305) 372-3508

February 18, 2002

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Attn: Anna Chesnut,  
Corporate Specialist

Re: ***Prisma Flowers International, Inc.***

Dear Ms. Chesnut:

I enclose an original and one copy of the Articles of Amendment to Articles of Incorporation for the above-named corporation. Please note that the amendment has been corrected to incorporate the language as indicated in your January 18<sup>th</sup> letter (copy enclosed). Please return to the undersigned a certified copy of the Articles of Amendment to Articles of Incorporation.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Yamilé C. Paz  
Legal Assistant

YCP:  
Enclosure

cc: Laurel M. Isicoff, Esq. (w/o enc.)  
3089/101/202155.1

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF PRISMA FLOWERS INTERNATIONAL, INC.**

Pursuant to the provisions of Fla. Stat. § 607.1006, Prisma Flowers International, Inc. (the "Corporation") hereby files these Articles of Amendment to the Articles of Incorporation of the Corporation, adopted by its Board without shareholder action which was not required, at a duly called meeting.

FIRST. Article I of the Articles of Incorporation of the Corporation, filed on May 21, 2001, is hereby amended to change the name of the corporation to:

LOLA FLOWERS, INC.

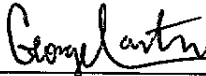
SECOND. The name and address of the corporation's Registered Agent is

Prats Fernandez & Co.  
Att. Gabriel Prats  
2121 Ponce de Leon Boulevard  
Suite 240  
Coral Gables, FL 33134

FILED  
02 FEB 21 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIRD. The effective date of these Articles of Amendment is December 1, 2001.

In witness whereof these Articles of Amendment are executed this 14 day of February, 2002.

  
Jorge Castro, Director

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: 2-14-02

  
Gabriel Prats, Registered Agent  
Prats Fernandez & Co.