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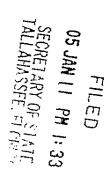
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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF



ALL ABOUT FRESH FLOWERS CORP

(PRESENT NAME)

PURSUANT TO THE PROVISIONS OF SECTION 607,1006, FLORIDA STATUTES, THIS CORPORATION ADOPTSS FTHE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLE OF INCORPORATION:

FIRST: AMENDMENT(S) ADOPTED: (INDICATE ARICLE NUMBER(S) BEING AMENDED ADDED OR DELETED)

ARTICLES V - PRINCIPAL OFFICE

NOW

JOEL CONCEPCION P.D
BEATRIZ ATIENZA V.P

FELIX J CONCEPCION P.D
BEATRIZ ATIENZA V.P

SECOND: IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICAATION OR CANCELLATION OF ISSUED SHARES, PROVISIONS FORIMPLEMENTING THE AMENDMENT IF NOT CONTAINED IN THE AMENDMENT

ITSELF, ARE AS FOLLOWS:

THIRD: THE DATE OF EACH AMENDMENT'S ADOPTION: 12/10/04

FOURTH: ADOPTION FO AMENDMENT(S) (CHECK ONE)

X 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 ENTILTLED TO VOTE SEPRATELY ON THE AMENDMENT(S)

"THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY"
(VOTING GROUP)
THE AMENFMENT(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.
SIGNED THIS 10 DAY OF DECEMBER, 2004.
SIGNATURE (By the Chairman of the Board of Directors, President or other officer if adopted by the shareholder(s)
OR (By a director if adopted by the directors)
OR
(By an incorporator if adopted by the incorporators
JOEL CONCEPCION
Typed or printed name
PRESIDENT

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