P02000015163

ROSE DEPOT, INC. 18360 S.W. 57 STREET FT. LAUDERDALE, FL 33331 954-424-1951 954-424-1932(FAX) DIVISION OF CORPORATIONS

02 MAY -3 AM 9: 55

April 15, 2002

900005292439--7 -04/18/02--01028--011 ******43.75 ******43.75

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

RE:

ROSE DEPOT P02000015163

To Whom It May Concern:

Please find my check in the amount of \$43.75 to cover the cost of the filing fee as well as one (1) certified copy to amend the articles for Rose Depot, Inc.

Thanking you in advance for your cooperation.

Sincerely,

John W. Harrell, Jr.

President

Amend.



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 22, 2002

JOHN W. HARRELL, JR. ROSE DEPOT, INC. 18360 S.W. 57 STREET FT. LAUDERDALE, FL 33331

SUBJECT: ROSE DEPOT, INC. Ref. Number: P02000015163

We have received your document for ROSE DEPOT, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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.

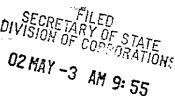
If you have any questions concerning the filing of your document, please call (850) 245-6909.

Veima Shepard Corporate Specialist

Letter Number: 402A00023991

02 MAY -3 AM 9: 21
BIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



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		ROS	E DEPOT, INC.				
		· .	(present name))			
			07.1006, Florida S s articles of incorp		Florida proj	fit corporation	adopts
MOCT. Amen	droant(a) ada	mtadi dindi	ata articla membar	Vol being an	wadad adda	d or deleted)	
FIRST: Amen	dment(s) ado	opted: (indic	ate article number	(s) being an	ended, adde	d or deleted)	
FIRST: Amen	dment(s) ado	opted: (indic	ate article number	(s) being am	ended, adde	d or deleted)	
VI					ended, adde	d or deleted)	
VI			ate article number		ended, adde	d or deleted)	
VI VII					ended, adde	d or deleted)	

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:

ARTICLE V.

THE EXISTENCE OF THIS CORPORATION SHALL BE PERPETUAL, UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE VI.

THE PRINCIPAL AND REGISTERED OFFICE OF CORPORATION IS TO BE LOCATED AT 18360 S.W. 57 STREET, FT. LAUDERDALE, FL 33331. THE REGISTERED AGENT IS JOHN W. HARRELL, JR.

VII.

THE NAME AND ADDRESS OF THE BOARD OF DIRECTOR, WHO, SUBJECT TO THE PROVISIONS OF THE CERTIFICATE OF INCORPORATION, THE BY-LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE INDEFINITELY OR UNTIL HE ELECTS SUCCESSORS, IS AS FOLLOWS:

JOHN W. HARRELL, JR. PRESIDENT/VICE PRESIDENT

18360 S.W. 57 STREET FT. LAUDERDALE, FL 33331

JOHN W. HARRELL, JR. SECRETARY/TREASURER

18360 S.W. 57 STREET FT. LAUDERDALE, FL 33331

THE NUMBER OF DIRECTORIES OF THIS CORPORATION SHALL NOT BE LESS THAN ONE(1) NOR MORE THAN FIVE (5).

ARTICLE VIII.

THE NAMES AND ADDRESSES OF THE PRESIDENT, VICE PRESIDENT AND SECRETARY/TREASURER, WHO SUBJECT TO THE PROVISIONS OF THE CERTIFICATE OF INCORPORATION, THE BY-LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE INDEFINITELY OR UNTIL SUCH SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, IS AS FOLLOWS:

JOHN W. HARRELL, JR. PRESIDENT/VICE PRESIDENT

18360 S.W. 57 STREET FT. LAUDERDALE, FL 33331

JOHN W. HARRELL, JR. SECRETARY/TREASURER

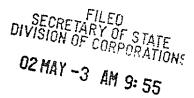
18360 S.W. 57 STREET FT. LAUDERDALE, FL 33331

ARTICLE IX.

THE NAMES AND ADDRESSES OF EACH SUBSCRIBER OF THE CERTIFICATE OF INCORPORATION, THE NUMBER OF SHARES OF THE \$5.00 PAR VALUE COMMON STOCK OF THE CORPORATION WHICH ALL AGREE TO TAKE ARE AS FOLLOWS:

JOHN W. HARRELL, JR. 100%

THIRD: (The date of each amendment's adoption: April 9, 2002						
FOURTH:	Adoption of Amendment(s) (CHECK ONE)						
⊠ k	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						
	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.						
	Signed this 9 day of APRIL , 2002 FRANKLIN SAA						
Signatu	(By the Chairman of the Board of Directors, President of other officer in adopted by the shareholders)						
	OR (By a director if adopted by the directors)						
	OR (By an incorporator if adopted by the incorporators)						
	Typed or printed name						
	Title						



ACCEPTANCE OF RESIDENT AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR ROSE DEPOT, INC.

JOHN W. HARKELL, JR. REGISTERED AGENT