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BASIC AMENDMENT
LA SERAFINA NURSERY INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LA SERAFINA NURSERY INC.
(Present name)**

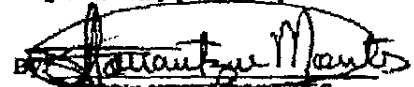
Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

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

ARTICLE IV: New Registered Agent:

TONANTZIN MONTES
21293 SW 352 STREET
FL CITY, FL 33034

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.


TONANTZIN MONTES
Registered Agent

ARTICLE VI: DIRECTORS

(ADD) TONANTZIN MONTES as PRESIDENT
21293 SW 352 STREET
FL CITY, FL 33034

(DELETE) FRANCISCO O. MONTES

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

TONANTZIN MONTES shall hold the 100% of the shares of mentioned corporation.

THIRD: The date of each amendment's adoption: 12/12/2003

FOURTH: Adoption of Amendment(s) (check one):

((H04000005807))

_____ The amendment(s) was/were adopted by the incorporates without shareholder action and shareholder action was not required.

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

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 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)

Signed this 12th day of December 2003.

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 incorporated if adopted by the incorporates)

IONANTZIN MONTES
Typed or printed name

PRESIDENT
Title