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DIVISION OF CORPORATIONS

STATE OF FLORIDA
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BASIC AMENDMENT

D & S TROPICAL FOLIAGE, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

D & S TROPICAL FOLIAGE, INC.

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:

First:

The Articles of Incorporation are amended as follows:

Effective today, June 22, 2005, Steven Croy has resigned his positions as Director, President and Treasurer, and

Effective today, June 22, 2005 there shall be one Director:

Donald W. Ryals, 7350 S. Tamiami Trail, #225, Sarasota, Florida, 34231

He will hold the following offices: President, Secretary and Treasurer.

This Amendment was adopted by a vote of the shareholders on June 16, 2005 and received votes sufficient for its approval.

Dated: June 22, 2005


Donald W. Ryals, Director

CLERK OF STATE
TALLAHASSEE, FLORIDA

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