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BASIC AMENDMENT
VERO FLOWERS AND BASKETS CORP

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Articles of Amendment
TO THE

Articles of Incorporation
OF

VERO FLOWERS AND BASKETS CORP

Pursuant to the provisions of section 607.1006, F.S., this Florida for Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: AMENDMENTS ADOPTED:

ARTICLE I: OFFICERS AND DIRECTORS.

1.1 - Veronica Dono, of 2435 SW 23rd Street, Miami, Florida 33145, has resigned all her positions in the Corporation, as well as Director and Registered Agent of the Corporation.

1.2 - Miriam Morales, of 16366 SW 303rd Street, Homestead, Florida 33033, has been named President of the Corporation, elected as a member of its Board of Directors and designated as the Registered Agent of the Corporation.

ARTICLE II: REGISTERED AGENT.

2.1 - Miriam Morales, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above foregoing Articles of Amendment, is familiar with the obligations of the Position of the Registered Agent under Section 607.0505, F.S., accepts the appointment and agrees to act in this capacity, further agreeing to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a Registered Agent.


Miriam Morales

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ARTICLE III. ADDRESS OF THE CORPORATION

3.1 - The principal address of the Corporation, as well as its mailing address, is hereby changed to 16366 SW 303rd Street, Homestead, Florida 33033.

SECOND: DATE OF ADOPTION:

These Articles of Amendment were adopted on July 25th, 2005.

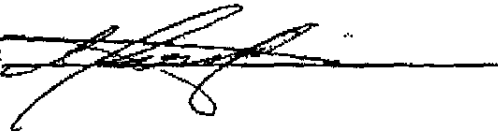
THIRD: ADOPTION OF AMENDMENT.

These Articles of Amendment were adopted by a vote of the shareholders. The numbers of votes cast in favor of the adoption was sufficient for approval.

FOURTH: SIGNATURE.

Signed this 25th day of July, 2005.

Signature: _____



Printed name: _____

NIKIANA MORALES

Title: _____

President

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