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(((H060001106303)))

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From:

Account Name : BERRIZ & GIRALDO P.A.

Account Number : I19990000017 : (305) 485-9300 Phone Fax Number : (305)485-1098

COR AMND/RESTATE/CORRECT OR O/D RESIGN

C & V FLOWERS AND GIFTS, INC.

Certificate of Status	0
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BERRIZ&GIRALDO PAGE 001/001 PAGE 02 Florida Dept of State



April 25, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

C & V FLOWERS AND GIFTS, INC. 825 BRICKELL BAY DR., #1141 MIAMI, FL 33131

SUBJECT: C & V FLOWERS AND GIFTS, INC.

REF: P06000028397

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The new registered agent name must be typed/printed on the form near the signature.

Please raturn 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) 245-6964.

Irene Albritton Document Specialist FAX Aud. #: H06000110630 Letter Number: 306A00028239

::S

	HO6 000 / 10630 3. The date each amendment's adoption: Abril 15,06.	
THIRD:	The date each amendment's adoption: 1506.	
FOURTH:	Adoption of 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 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	
	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 15 day of Hpril 2006.	
Signa	ture x Paid of	
	(By the chairman or vice chairman of the board of directors, President or other officer if 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	

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. Cecille Cordero.

Registered agent signature

106 000 110 630 3.

BERRIZ&GIRALDO 6000//06303.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

C & V FLOWERS AND GIFTS, INC.

(Present name)

Pursuant to the provisions of action 607,1006, Florida Statues, this Florida profit 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 I NAME OF CORPORATIONS

THE NAME OF CORPORATION IS:

C & V FLOWERS AND GIFTS, INC.

CHANGE:

FLOWERS & FLOWERS, INC.

ARTICLE V REGISTERED AGENT

ROGERS, VIVIANE J 825 BRICKELL BAY DR # 1141 MIAMI, FL. 33131 REGISTERED AGENT

DELETE:

ROGERS, VIVIANE J 825 BRICKELL BAY DR # 1141 MIAMI, FL. 33131 REGISTERED AGENT

ADD:

CORDERO, CECILLE 825 BRICKELL BAY DR # 1141 MIAMI, FL. 33131 REGISTERED AGENT

ARTICIÆ VI OFFICERS & DIRECTORS

ROGERS, VIVIANE J

PRESIDENT

CORDERO, CECILLE

PRESIDENT

DELETE:

ROGERS, VIVIANE J

PRESIDENT

CHANGE:

CORDERO, CECILLE

SECRETARY

ADD:

VALERIUS DE CORTES, GLADYS

PRESIDENT

SANCHEZ, OSCAR

VICEPRESIDENT

06 000 1106303.

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:

OS MR 25 MIN OO ALLENDA

BERRIZ & GIRALDO P.A. 4080 SW 84 AVE SUITE C MIAMI, FL 33155 (305) 485.930