

P93000067108  
Y & A PROFESSIONAL SERVICE, INC.

Accounting  
Corporations  
Income Tax  
Translations  
Notary Public  
Business Planning

Payroll  
Accounts Recv.  
Software  
Computers  
Tax Planning

Miami, August 5th, 1997

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

FILED  
97 AUG -7 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Gentlemen:


Enclosed please find ch., in the amount of \$ 35.00 dollars and the two copies of the amendment of  
Articles of Incorporation of: F & G NURSERY, INC.

Please send the amendment to :

Y & A Professional Service, Inc.  
4995 N.W. 72 AVE SUITE #201  
Miami, Florida 33166

600002260296--9  
-08/07/97--01022--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Sincerely yours:

  
Yolanda Jaramillo  
Accountant

VS AUG 18 1997

Amend

**SECOND CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
F & G NURSERY, INC.**

**FILED**  
**97 AUG -7 AM 11:36**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

All the Stockholders of F & G NURSERY, INC., a Florida Corporation under its corporate seal and the hand of its President , Sonia Ramirez, here by certify as follows:

**CLAUSE I**

That all the Shareholders of F & G NURSERY, INC. in response to a call and notice of meeting, held on August 1, 1997 at 17050 S.W. 169 Avenue, Miami, Fl. 33187, the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Articles , VII and VIII of Incorporation to read as follows:

**ARTICLE VII AND VIII  
NEW BOARD OF DIRECTORS AND OFFICER**

Upon motion duly made, was approved that Gabriel Granada, Resigned from the office of Directors of the corporation., and the name of ALVARO L. FLOREZ, was appointed in the office of Secretary and treasurer, with a Share participation of 20%.

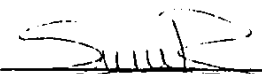
.The capital stock of the corporation consist of 100 shares of \$ 10.00 dollar per value.

Not been any other changes, the Secretary announced the new Board of Directors to read as follows:

NAME & TITLE:	ADDRESS:	SHARES
SONIA C. RAMIREZ President	17050 s.w. 169 Ave. Miami, fl. 33187	-80%-
ALVARO L. FLOREZ Secr. / Treasurer	13334 S.W. 42 TER. Miami, Fl. 33175-3939	-20%-

IN WITNESS WHEREOF, The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do so, and its Corporate seal to be here unto affixed, on this day August 1, 1997 at Miami, Florida -----

F & G NURSERY, INC.  
a Florida Corporation

  
SONIA C. RAMIREZ  
President

Attested by:   
ALVARO L. FLOREZ  
Sec./ Treasurer

STATE OF FLORIDA )

) S.S.

COUNTY OF DADE )

I HEREBY CERTIFY that on this day August 1, 1997, before me personally appeared the under signed authority SONIA C. RAMIREZ, as President and ALVARO L. FLOREZ as Secretary of F & G NURSERY, INC.. and he acknowledged that She executed the foregoing amendment to the articles of Incorporation after having been duly authorized to do so.

WITNESS my hand and official seal, at Miami, Florida County

