

993000067108

Y & A PROFESSIONAL SERVICE, INC
12360 S.W. 132 CT. # 210- MIAMI, FL. 33186
Telephone # 305-971-3340 = Fax # 305-971-3345

Miami, April 07, 1998

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

Gentlemen:

Enclosed please find ch., in the amount of \$ 35.00 dollars and the two copies of the amendment of
Articles of Incorporation of

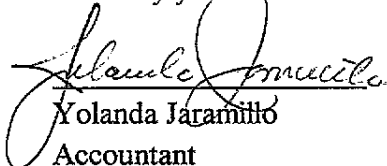
F & G NURSERY, INC..

Please send the amendment to :

Y & A Professional Service, Inc.
12360 S.W. 132 Ct., Suite 210
Miami, Florida 33186

800002518948--3
-05/11/98--01105--014
*****35.00 *****35.00

Sincerely yours,


Yolanda Jaramillo
Accountant

FILED
98 MAY 11 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

See 5/18

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

FILED
98 MAY 11 PM 3:02
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 February 19th, 1998 at 17050 S.W. 169 Avenur, 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 folloing:

**ARTICLES VII AND VIII
NEW BOARD OF DIRECTOR AND SHARES**

Upon motion duly made, was approved that ALVARO L. FLOREZ, resigned from the office of Directors of the Corporation.

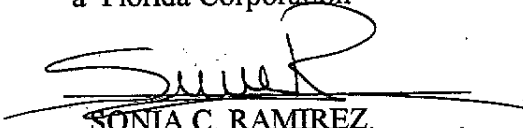
The Capital Stock of the corporation consists of 100 shares of \$ 1.00 dollar per value.

Not been any other changes, the new Board of Directors will read as follows:

NAME & TITLE:	ADDRESS:	SHARES
SONIA C. RAMIREZ President	17050 S.W. 169 AVENUE Miami, Fl. 33187	100%

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 February 19th. 1998 Miami, Florida -----

F & G NURSERY, INC.
a Florida Corporation


SONIA C. RAMIREZ.
President

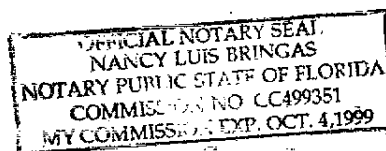
STATE OF FLORIDA)

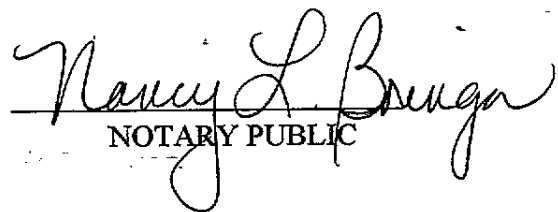
) S.S.

COUNTY OF DADE)

I HEREBY CERTIFY that on this day February 19th 1998, before me personally appeared the under signed authority SONIA C. RAMIREZ as President and Secretary of F & G NURSERY, INC. and she 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




NOTARY PUBLIC