

P95000081488

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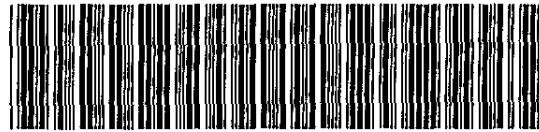
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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2004

TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Amendment

DOCUMENT NUMBER: P95000081488

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lisa Gatell

(Name of Person)

Stems Wholesale Flowers, Inc.

(Name of Firm/ Company)

2424 Orlando Central Pkwy.

(Address)

Orlando, FL 32809

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Lisa Gatell

(Name of Person)

at (407) 855-1400 ext. 246

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

Mailing Address

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
STEMS WHOLESALE FLOWERS, INC.**

FILED  
04 APR 29 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Brett A. Kelly, as President of STEMS WHOLESALE FLOWERS, INC., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

**ARTICLE FIRST:** ARTICLE III of the existing Articles of Incorporation is hereby amended by deleting the existing ARTICLE III in its entirety and restating it as follows:

**"ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful businesses for which corporations may be incorporated under Chapter 607, *Florida Statutes*, including, without limitation, establishing offices in Ecuador and in other countries outside of the United States of America.

The office of the corporation to be domiciled in Ecuador is for commercialization, import, export and distribution of fresh flowers, preparation and marketing of bouquets and all what is related to the agricultural activity. The office of the corporation to be domiciled in Ecuador can not be devoted to advising activities of the National Financial Law, neither the Insurance Law, nor the Values Market."

**ARTICLE SECOND:** These Articles of Amendment to the Articles of Incorporation shall become effective upon filing with the Florida Department of State.

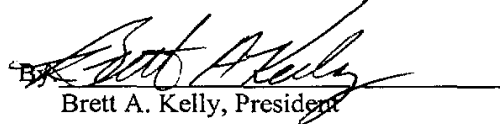
**ARTICLE THIRD:** The foregoing amendment to the Articles of Incorporation reflected in Article First above was duly adopted and approved by both the Board of Directors and the shareholders of the Corporation by unanimous written consent dated as of April 26, 2004, and the necessary number of shares as required by statute were voted in favor of the amendment.

These Articles of Amendment to the Articles of Incorporation were duly adopted in accordance with Sections 607.1003 and 607.1006 of the Florida Business Corporation Act.

[Rest of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to the Articles of Incorporation to be duly executed by the undersigned this 26<sup>th</sup> day of April, 2004.

STEMS WHOLESALE FLOWERS, INC., a  
Florida corporation

  
Brett A. Kelly, President