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ACCOUNT NO. : 072100000032

REFERENCE : 988676 81176A

AUTHORIZATION :

Patricia Kizub

COST LIMIT : \$ 43.75

FILED
01 FEB -2 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 2, 2001

ORDER TIME : 11:50 AM

ORDER NO. : 988676-005

CUSTOMER NO. : 81176A

500003631285--3

CUSTOMER: Ms. Gloria Schwab
David D. Bone, Esq
Suite B
1952 Field Road
Sarasota, FL 34231

DOMESTIC AMENDMENT FILING

NAME: SHADOW OAKS NURSERY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons -- EXT# 1158

EXAMINER'S INITIALS

N.C.

G. COULLETTE FEB 02 2001

File First

RECEIVED
01 FEB -2 PM 1:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
SHADOW OAKS NURSERY, INC.

The undersigned, as the officer the corporation authorized to execute this document, hereby certifies as follows:

At a special joint meeting of the Board Of Directors and the shareholders of this corporation, called and held according to the applicable provisions of the laws of Florida and this corporation's bylaws, on January 31, 2001, at which meeting all of the members of the Board Of Directors and all of the stockholders of record holding a majority of the issued and outstanding stock in this corporation were present, and the following resolution was unanimously adopted:

It is hereby resolved, by the Board Of Directors and the shareholders of Shadow Oaks Nursery, Inc., that the said Board Of Directors and shareholders deem it advisable, and hereby declare it to be advisable that the Articles Of Incorporation of Shadow Oaks Nursery, Inc. be amended to change the corporate name from Shadow Oaks Nursery, Inc. to John & Donna, Inc..

In witness whereof, these Articles Of Amendment are being executed and filed, by the authorized corporate officer, on behalf of Shadow Oaks Nursery, Inc..

John R. Hannigan
Corporate Officer
John R Hannigan President
(Corporate Officer - Printed Or Typed Name)

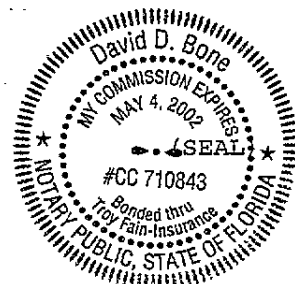
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State Of Florida
County Of Sarasota

On 1/31/2001, the above named corporate officer of Shadow Oaks Nursery, Inc., who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Amendment To The Articles Of Incorporation Of Shadow Oaks Nursery, Inc..

David D. Bone
Notary Public
DAVID D. BONE
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



Articles Of Amendment To The
Articles Of Incorporation Of
Shadow Oaks Nursery, Inc.

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