



THE UNITED STATES
CORPORATION
COMPANY

P97000017954

ACCOUNT NO. : 072100000032

REFERENCE : 280290 4346980

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 4, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 280290-010

CUSTOMER NO: 4346980

CUSTOMER: Richard A. Schlosser, Esq
Kalish & Ward
Suite 4100
101 East Kennedy Boulevard
Tampa, FL 33602

File
2nd

000002100043-1-E
03/04/97-01070-002
****175.00 ****087.50

DOMESTIC AMENDMENT FILING

NAME: WR RETAIL CO., 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: Todd Sterzoy

EXAMINER'S INITIALS: _____

FILED
MAR - 5 1997
TAMPA, FLORIDA

H. HENDRICKS MAR - 5 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 4, 1997

CSC

TALLAHASSEE, FL

SUBJECT: WR RETAIL CO., INC.
Ref. Number: P97000017954

We have received your document for WR RETAIL CO., INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return 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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 897A00011081

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
WR RETAIL CO., INC.

FILED
97 MAR -5 PM 3:40
TALLAHASSEE, FLORIDA

WR RETAIL CO., INC., a corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on February 26, 1997, effective as of February 26, 1997.

2. The amendment to the Articles of Incorporation being effected hereby will completely delete Article 1 of the Articles of Incorporation as of the date hereof, and substitute in its place the Article 1 set forth below. As amended below, Article 1 of the Articles of Incorporation has the sole effect of changing the Corporation's name from "WR RETAIL CO., INC." to "WHITE ROSE NURSERIES LIMITED, INC.".

3. This amendment to the Articles of Incorporation was authorized on February 28, 1997 by the directors & shareholders of the Corporation.

4. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, the name of the Corporation shall be "WHITE ROSE NURSERIES LIMITED, INC." and Article 1 of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF WR RETAIL CO., INC.
PAGE 2


ARTICLE 1

Name

The name of this corporation shall be:

WHITE ROSE NURSERIES LIMITED, INC.

IN WITNESS WHEREOF, the Corporation has caused these Articles
of Amendment of the Articles of Incorporation to be executed by its
President this 28 day of February, 1997.



Andre Raab
President