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Cosme J. de la Torriente, P.A.
Altorney and Counsellor at Law

ISS SOUTHWEST 25TH ROAD

Miami, Florida 33129

TELEPHONE (305) 857-3434 FAX (305) 858-8824

May 30, 1997

AMENDMENT SECTION Secretary of State PO Box 6327 Tallahassee, Florida 32314

400002201024--9 -06/04/97--01043--009 *****35.00 *****35.00

RE: NAVARRO GARDEN CENTER RETAILERS, INC.

Dear Madam or Sir:

In connection with the above captioned company, enclosed please find the Articles of Amendment to the Articles of Incorporation, together with my check in the amount of thirty-five Dollars (\$35.00) for the filing fee thereof.

I would appreciate it if you could stamp the enclosed copy and return it to the undersigned in the self addressed stamped envelope at your convenience.

Very truly yours,

Cosme de la Torriente, Esquire

CT/bna Enclosures

DNC 12.97

FILED

97 JUN -4 AN 8: 16

SECRETARY OF STATE
OF STATE

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

97 JUN -4 AM 8: 16

NAVARRO GARDEN CENTER RETAILERS, INC.

Pursuant to the provincers of section 607.1006. Florida Statutes, the corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

THE FOLLOWING ARTICLES ARE HEREBY AMENDED TO READ AS FOLLOWS:

ARTICLE V NUMBER OF DIRECTORS:

THE NAME AND ADDRESS OF THE NEW DIRECTORS TOGETHER WITH THEIR OFFICIAL CAPACITY ARE AS FOLLOWS:

OSCAR RODRIGUEZ-FEO, PRESIDENT/SECRETARY
ADDRESS: 7931 SW 122 NO STREET, MIAMI, FLORIDA 33156

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: N/A

THIRD: The date of each amendment's adoption:

May 30, 1997

FOURTH: Adoption of Amendment(s) (check one)

XX	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
_	The amendment(s) was/were approved by the shareholders through voting groups.
	The following statement much be separately provided for such voting group intitled to vote experately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholde:

Signed this 30 day of May, 1997.

action and shareholder action was not required.

Signature

OSCAR RODRIGUEZ-FEO TYPED OR PRINTED NAME

PRESIDENT/SECRETARY/DIRECTOR

TITLE