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September 22, 1998

Secretary of State
Corporate Division
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

Re: Fresh Flowers Express, Inc.

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-09/28/98--01042--004
*****87.50 *****87.50

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Amendment of FRESH FLOWERS EXPRESS, INC. In addition, a check in the sum of \$87.50 is enclosed.

Please file the original of the enclosed Articles of Amendment and return the certified copy to my office in the enclosed self addressed envelope.

Thank you for your prompt attention to this matter.

Sincerely,


William A. Salgado

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
FRESH FLOWERS EXPRESS, INC.**

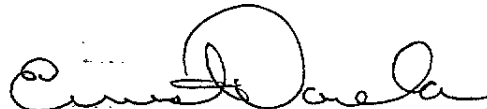
The shareholders of Fresh Flowers Express, Inc. (the "Company"), by unanimous written consent on the 30 day of June, 1998, adopted the following amendment to Article I of the Articles of Incorporation.

Article I of the Articles of Incorporation of Fresh Flowers Express, Inc., a Florida corporation, is hereby amended to read as follows:

The name of the corporation is "The Farm's Flowers Express, Inc."

The Company is filing these Articles of Amendment to the Articles of Incorporation pursuant to Florida Statute 607.1006.

IN WITNESS WHEREOF, the undersigned Director of the Company, pursuant to the approval and authority given by the shareholders, has executed these Articles of Amendment, this 30 day of June, 1998.


Name: ERNEST VARELA
Director

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) SS

The foregoing instrument was acknowledged before me this ____ day of June, 1998, by _____, as Director of Fresh Flowers Express, Inc., by and on behalf of the corporation. He/She is personally known to me and/or has produced _____ as identification.

Typed/Printed Name: _____
Notary Public, State of Florida
My Commission Expires: _____
Commission Number: _____