

**CAPITAL CONNECTION, INC.**

117 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-3470 • (850) 222-8662 • Fax (850) 222-1222

P970000

76929

Synthetic Flowers of  
America, Inc.

100002775151--9  
-02/15/99--01068--010  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

99 FEB 15 AM 10:58

DIVISION OF CORPORATION

- Art of Inc. File None
- LTD Partnership File Change
- Foreign Corp. File Amend
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

FILED  
99 FEB 15 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PP 99  
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\*00789, 02544, 00672

Signature

Requested by: LS 2/15/99 9:47  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 15, 1999

Capital Connection, Inc.  
417 E. Virginia St.  
Suite 1  
Tallahassee, FL 32302

SUBJECT: SYNTHETIC FLOWERS OF AMERICA, INC.  
Ref. Number: P97000076929

We have received your document for SYNTHETIC FLOWERS OF AMERICA, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 499A00006736

*Corrected*

RECEIVED

99 FEB 17 PM 1:38

DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SYNTHETIC FLOWERS OF AMERICA, INC.**

**FILED**  
**99 FEB 15 PM 4:23**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I**

Corporate Name

The name of this corporation shall be changed from Synthetic Flowers of America, Inc. to Pinecrest Investment Group, Inc.

**ARTICLE IV**

Capital Stock

The aggregate number of shares of capital stock that this corporation shall be authorized to have outstanding at any one time shall be one hundred million shares of common stock at \$.001 par value per share and twenty five million shares of preferred stock at \$.001 par value per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

**ARTICLE V**

Place of Business

The address of the principal place of business of this corporation in the State of Florida shall be 1211 Tech Blvd., Suite 101, Tampa, Fl. 33619. The Board of Directors may at any time and from time move the principal office of this corporation.

## ARTICLE VI

### Directors and Officers

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided by the By-Laws. The name and address of the new Board of Director and Officers are as follows:

David B. Howe	Chairman of the Board
1211 Tech Blvd., Suite 101	President/Chief Executive Officer
Tampa, Fl. 33619	

Sheryl B. Salvadore	Secretary/Treasurer
1211 Tech Blvd. Suite 101	
Tampa, Fl. 33619	

## ARTICLE X

### Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850 (1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

## ARTICLE XIII

### Registered Agent

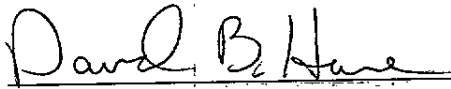
The name and street address of the registered agent of the corporation shall be Walter H. C. Drakeford 2212 4<sup>th</sup> Ave., Tampa, Fl. 33605.

The date of each amendment's adoption is January 16, 1999.

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment of the Articles this 16th day of January, 1999.

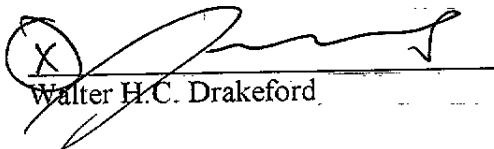
**PINECREST INVESTMENT GROUP, INC.**



David B. Howe  
Chairman of the Board  
President and Chief Executive Officer

#### ACKNOWLEDGEMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.



Walter H.C. Drakeford