

P97000086547



ACCOUNT NO. : 072100000032
REFERENCE : 726671 4392528

AUTHORIZATION :
COST LIMIT *Patricia Poyik*
~~\$ 70.00~~
\$35.00

ORDER DATE : March 3, 1998
ORDER TIME : 2:12 PM
ORDER NO. : 726671-005
CUSTOMER NO: 4392528

CUSTOMER: Ms. Tatiana Aveille
Freeman Butterman & Haber
Suite 305
520 Brickell Key Drive
Miami, FL 33131

300002446033--6

DOMESTIC AMENDMENT FILING

NAME: FLOWER FARM DIRECT, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
98 MAR - 3 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/4
goy
Amend

RECEIVED
98 MAR - 3 PM 2:46
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF
AMENDMENT OF ARTICLES OF INCORPORATION
OF FLOWER FARM DIRECT, INC.**

FILED

98 MAR -3 PM 4:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, sole director, of FLOWER FARM DIRECT, INC., a Corporation organized under the laws of the State of Florida ("the Corporation") certifies that:

1. Amendment adopted: Article IV of the Articles of Incorporation of the Corporation shall be replaced and shall read as follows:

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be Ten Million Five Hundred Twenty Six Thousand Three Hundred Sixteen (10,526,316) shares of voting common stock with \$0.01 par value share.


2. The date of adoption of the above amendment is February 16, 1998.
3. The undersigned are all the directors of the Corporation. The amendment was approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 16th day of February, 1998


Abe Wynperle, Director/President, Secretary, Treasurer


Yuval Moed, Director/Vice President


Mike Felsher, Director

Timothy Dunningham, Director

Being all the Directors and Officers of the Corporation

This instrument prepared by:
John S. Tenenholtz, Esq.
Florida Bar No. 694665
Freeman, Buttermann & Haber, LLP
520 Brickell Key Dr., Suite O-305
Miami, Florida 33131

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