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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

FLOWER FARM DIRECT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
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Amendment

3/1/99 4:44 PM

99 MAR -2 AM 8:04

DIVISION OF CORPORATIONS

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

FILED
99 MAR -2 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Director/President, of FLOWER FARM DIRECT, INC., a Corporation organized under the laws of the State of Florida certify that:

1. Amendment adopted: Article IV - Authorized Shares - The aggregate number of shares which the Corporation shall have authority to issue shall be 11,695,907 shares of voting common stock with \$0.01 par value share.

2. The date of adoption of the above amendment is Thursday, January 21, 1999.

3. The undersigned is the Director/President of the Corporation. The amendment was approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

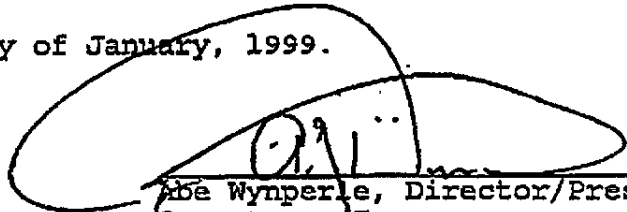
The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

THIS INSTRUMENT PREPARED BY:
Stephen A. Freeman, Esq.
Florida Bar No. 146795
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520 Brickell Key Drive
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IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 21st day of January, 1999.


Abe Wynperle, Director/President,
Secretary, Treasurer

SWORN TO AND SUBSCRIBED before me this 26TH day of FEBRUARY 1999 by, Abe Wynperle the Director/President of the Corporation above described, personally known to me, or who presented FL 96-14251-01056-065 as evidence of identity and who took an oath.

PAUL DEACON CO. INC.


Notary Public



THIS INSTRUMENT PREPARED BY:
Stephen A. Freeman, Esq.
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Miami, Florida 33131

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