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Florida Department of State  
Division of Corporations  
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## BASIC AMENDMENT

## FLOWER FARM DIRECT, INC.

Certificate of Status	0
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CERTIFICATE OF  
AMENDMENT OF ARTICLES OF INCORPORATION  
OF  
FLOWER FARM DIRECT, INC.

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 40,000,000 shares of voting common stock with \$0.01 par value share.

2. The date of adoption of the above amendment is March 1, 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.

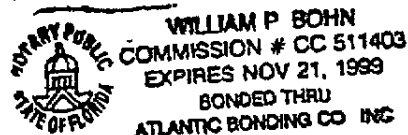
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 1st day of March, 1999.

  
Abe Wymperle, Director/President, Secretary, Treasurer

SWORN TO AND SUBSCRIBED before me this 30TH day of April, 1999 by, Abe Wymperle the Director/President of the Corporation above described, personally known to me, or who presented FLA 251-010-52 as evidence of identity and who took an oath.

  
Notary Public

THIS INSTRUMENT PREPARED BY:  
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