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400003041954--9
-11/12/99--01018--013
*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BRIMALIA FLOWERS & GIFT SHOP, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend
11-12-99
RMS

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV 12 AM 8:49

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Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Brimalia Flowers & Gift Shop, Inc.

(Present name)

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

First : Amendment (s) adopted: (indicate article number (s) being amended, added or deleted).

Article V : This Article is being amended by adding one officer and Director, Luisa Cristina Fernandez of 11310 S.W. 57 ST. Miami, FL. 33173 was elected Vice-president of Brimalia Flowers & Gift Shop, Inc.

Article VI : Upon motion duly made Esther E. Ruizcalderon was elected President with (50) shares of capital stock, Paulos Nikolaidis was elected Secretary and Tresurer with (50) shares of capital stock and Luisa Cristina Fernandez was Elected Vice-President with no shares of capital stock.

Brimalia Flowers & Gift Shop, Inc.
1225 W. 46 ST.
Hialeah, FL. 33012

Second: The date of each amendment's adoption:
November 5th, 1999

Third: Adoption of Amendment (s) (check one)

XXXXX The amendment (s) was/were adopted by the incorporators without shareholder action and shareholder action was not require.

The amendment (s) was/were adopted the board of directors without shareholder action and shareholder action was not require.

(continued)

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TALLAHASSEE, FLORIDA

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(continued)

The amendments(s) was/were approved by the shareholders.
The number of votes cast for the amendment (s) was?were
sufficient for approval.

The amendment (s) was/were approved by the shareholders
through voting groups.

(The following statement must be separately provided for
each voting group entitled to vote separatly on the
amendment (s).)

The number of votes cast for the amendment (s) was/were
sufficient for approval

by :

(voting group)

Sign this 5th day of November, 1999

By : Esther E. Ruizcalderon
(chairman or vice chairman of the board of directors,
president or other officer if adopted by the
shareholders)

Esther E. Ruizcalderon

(Typed or print name)

Incorporator :

President

(Title)