98000026607 HODKIN & OSTROW, P.A.

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LOCATION TO REPLY:

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> of counsel Osherow & Schwartz, P.A.

June 2, 1998

VIA: U.S. MAIL

BOYNTON BEACH

SUITE 310

WOOLBRIGHT CORPORATE CENTER

1903 SOUTH CONGRESS AVENUE

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Florida Department of State SECRETARY OF STATE P.O. Box 6327 Tallahassee, FL 32314

47794--08--01069--002 *****35.00 *****35.00

CHANGE OF NAME OF HAPPY BLOOMERS, INC. RE:

Dear Sir/Madam:

Enclosed please find: 1) Amendment to Articles of Incorporation and check for same.

Very truly yours,

HODKIN & OSTROW. P.A.

Ostrow, on Behalf of the Firm

JMO/bz Enclosure (Amendment and check)

TEL JUN 1-0 19981

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF HAPPY BLOOMERS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State Tallahassee, Florida

Pursuant to the provisions of Section 607.1001 of the Florida Statutes, Happy Bloomers, Inc., a for profit corporation formed on March 23, 1998, with Document number: P98000026607, adopts the following articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation currently is Happy Bloomers, Inc.
- 2. The name of the corporation shall be The Boca Raton Candle Company, Inc.
- 3. This Amendment to the Articles of Incorporation was adopted by the Board of Directors and all of the Shareholders of the corporation. Under the By-Laws of the Corporation, the Board of Directors has the authority to amend the articles without shareholder action.
- 4. This amendment to the Articles of Incorporation was adopted unanimously by the shareholders and directors of the corporation at a special combined meeting of the Shareholders and Board of Directors held on June 1, 1998, called and held according to the laws of the State of Florida and the By-Laws of the corporation, at which meeting all of the Shareholders and the members of the Board of Directors were present. All the board members and shareholders voted to approve the above amendment.

CARYN BLANK, Board Member on behalf of HAPPY BLOOMERS, INC.

STATE OF FLORIDA

ss:

COUNT OF PALM BEACH

BEFORE ME, the undersigned authority appeared CARYN BLANK on behalf of HAPPY BLOOMERS, Inc., who is personally known to me and did sign and acknowledge these above articles of amendment.

My commission expires on: 3/08/02

JEFFREY M. OSTROW
COMMISION # CC 722749
EXPIRES MAR 8, 2002
SONDED THRU
ATTANTIC BONDING CO., INC.

JEFREY M. Ostaw, ESq. Flunda Bar# 121452