

P 98000083959

DAVID A. CARTER, P.A.

ATTORNEY AT LAW

2300 GLADES ROAD

SUITE 210, WEST TOWER

BOCA RATON, FLORIDA 33431

DAVID A. CARTER\*

OF COUNSEL

BERT L. GUSRAE\*\*

DAVID MARSHALL BROWN\*\*\*

\*MEMBER OF FLA. AND IOWA BAR

\*\*MEMBER N.Y. BAR ONLY

\*\*\*MEMBER FLA. AND GEORGIA BAR

(561) 750-6999

FACSIMILE (561) 367-0960

NEW YORK OFFICE

GUSRAE, KAPLAN & BRUNO

120 WALL STREET

NEW YORK, NY 10005

(212) 269-1400

FEDERAL EXPRESS

October 21, 1998

FILED  
98 OCT 22 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9000025959--0  
-10/22/98-01040--007  
\*\*\*\*\*84.50 \*\*\*\*\*43.75

State of Florida  
Department of Corporations  
Corporate Division  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Fresh Blooms Nursery, Inc.

Dear Sir/Madam:

Enclosed is one (1) original and one (1) copy of the Articles of Amendment of Rainbow Farms Holding Corp. By Vote of Shareholder(s) Without a Meeting. Please file the original in your office and return to us one file-stamped certified copy.

I have also enclosed a check in the amount of \$87.50 to cover the following:

Filing Fee for Amendment:	\$35.00
Certified Copy of Articles of Incorporation:	<u>52.50</u>
	\$ 87.50

If you have any questions or need any additional information, please do not hesitate to contact the undersigned. Thank you for your attention to this matter.

Very truly yours,  
DAVID A. CARTER, P.A.

*Susan M. Massinger*  
GIVE

AUTHORIZATION BY PHONE TO

CORRECT ADD BUS. TO S/P/10

DATE 10-27

SMM AND EXAM  
enc.

Tuttle2\article.cvr2

By: *Susan M. Massinger*  
Susan M. Massinger  
Legal Secretary

NC  
10-27

ARTICLES OF AMENDMENT  
OF  
RAINBOW FARMS HOLDING CORP.  
BY VOTE OF SHAREHOLDER(S)  
WITHOUT A MEETING

FILED  
98 OCT 22 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts these Articles of Amendment:

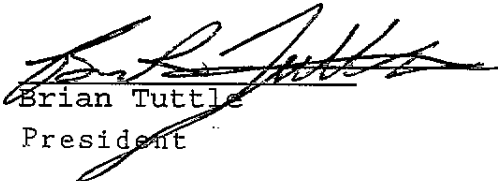
**First:** The name of the corporation is Rainbow Farms Holding Corp.

**Second:** The Articles of Incorporation of this corporation are amended by changing Article I so that, as amended, said Article I shall read as follows:

**"ARTICLE I** - The name and initial address of this Corporation shall be Fresh Blooms Nursery, Inc., 8958 Wendy Lane West, West Palm Beach, FL 33411"

**Third:** That in lieu of a meeting and vote of shareholders, the shareholder(s) have given written consent to said amendment in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by Brian Tuttle, its sole shareholder, this 14th day of October, 1998.

<u>DATE</u>	<u>STOCKHOLDER</u>	<u>NUMBER OF SHARES OWNED</u>	<u>PERCENTAGE OF OUTSTANDING SHARES</u>
October 14, 1998	 Brian Tuttle President	500	100%