

P98000099154

DAVID L. KOUT, P.A.

ATTORNEY AT LAW

9000 W. Sheridan Street

Suite 102

Pembroke Pines, Florida 33024

Admitted to Practice
In Florida and Illinois

Telephone: (954) 430-3155

Fax: (954) 430-9873

Corporate and Business Law

Real Property

Wills, Trusts, Estates

and Probate

January 21, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 27 AM 10:13

FILED

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

8000003112958-0

-01/27/00--01071--010

*****70.00 *****35.00

Re: Flowers & Fancies, Inc.

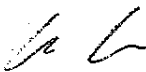
Dear Sirs:

Enclosed herewith please find Articles of Amendment and Designation of Resident Agent and Acceptance for the above referenced entity together with my trust account check in the amount of \$ 70.00 to cover filing fees.

Also included is a copy of the documents. Please return the copies with your receipt stamp to the undersigned.

Thank you for your attention to this matter.

Very truly yours,



DAVID L. KOUT

*Amend
2-4-00
DLK*

DLK/mjb
enclosures

ARTICLES OF AMENDMENT

FILED
00 JAN 27 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLOWERS & FANCIES, INC. a corporation organized under the laws of the State of Florida hereby files its Articles of Amendment.

1. The name of the corporation is: FLOWERS & FANCIES, INC.

2. The following amendment was adopted by the corporation pursuant to its Articles of Incorporation and By- Laws:

SYLVIA ALFONSO is hereby removed as an Officer/Director of the corporation and is replaced by Grace Vernon, Officer/Director, 12249 Pembroke Rd., Pembroke Pines, Florida 33025.

ROSS TRAGER is hereby removed as the Registered Agent of the corporation and is replaced by Grace Vernon, 12249 Pembroke Rd., Pembroke Pines, Florida 33025.

3. The foregoing amendment was adopted on December 29, 1999.

4. This amendment was approved by the shareholders and the number of votes cast for the amendment by the shareholders was sufficient for approval.

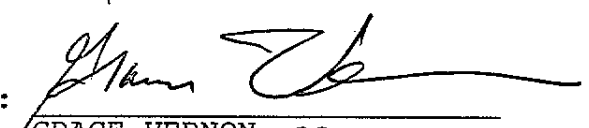
I HEREBY CERTIFY that the foregoing Articles of Amendment are an accurate reflection of the action taken by the Board of Directors of FLOWERS & FANCIES, INC. as approved by its shareholders.

FLOWERS & FANCIES, Inc.

By:


SYLVIA ALFONSO, as
Officer/Director

By:

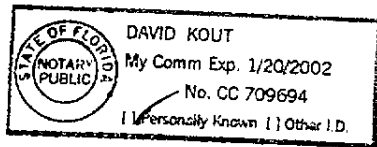

GRACE VERNON, as
Officer/Director

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME the undersigned authority personally appeared SYLVIA ALFONSO and GRACE VERNON, as Officer/Director of FLOWERS & FANCIES, Inc. who are known to me by personal knowledge and they acknowledged before me that they executed the foregoing Articles of Amendment after (not) taking an oath.

SWORN TO AND SUBSCRIBED before me this 13th day of January, 2000.



h h

Notary Public, State of
Florida

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the
Service of Process Within this State and Naming Agent upon
Whom Process may be Served.

The following is submitted in compliance with Chapter
48.091, Florida Statutes:

FLOWERS & FANCIES, INC., a corporation organized under
the laws of the State of Florida with it's principal office at
12249 Pembroke Rd., in the city of Pembroke Pines, County of
Broward, State of Florida, has named GRACE VERNON located
at 12249 Pembroke Rd., City of Pembroke Pines, County of
Broward, State of Florida, as its agent to accept service of
process within this state.

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process:
to keep office open during prescribed hours; to post my name
(and any other officers of said corporation authorized to
accept service of process at the above Florida designated
address) in some conspicuous place in office as required by
Law.



GRACE VERNON, Resident
Agent