

H27613

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Office Use Only

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

1. The Plantation Club, Inc. Name
(Corporation Name) (Document #)

2. _____ Change
(Corporation Name) (Document #) Amend

3. _____
(Corporation Name) (Document #)

_____ (Corporation Name) (Document #)

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
AUG 31 PM 4:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AUG 31 PM 4:55
FILED

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials JKR
8/1/00

**ARTICLES OF AMENDMENT
OF THE PLANTATION CLUB, INC.**

FILED
00 AUG 31 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME OF CORPORATION

The name of the Corporation is **THE PLANTATION CLUB, INC.**

II. TEXT OF AMENDMENT

The name of the Corporation is hereby changed to **PREMIER HEALTH AND FITNESS CENTER, INC.**

III. DATE OF ADOPTION

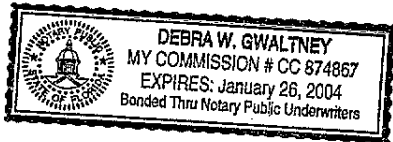
This amendment was adopted by the Shareholders and the Board of Directors of the Corporation on August 28, 2000. The number of votes cast for the amendment by the Shareholders and the Directors of the Corporation was sufficient for approval.

Duncan Moore
Duncan Moore, Chairman

William A. Giudice
William A. Giudice
SECRETARY

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared *Duncan Moore* and *William A. Giudice*, and being first duly sworn and upon their oaths, stated that *Duncan Moore* and *William A. Giudice* signed the above Articles of Amendment for the conditions and purposes therein expressed this *30* day of *August*, 2000.

Debra W. Gwaltney
NOTARY PUBLIC - STATE OF FLORIDA



Debra W. Gwaltney
PRINTED NAME OF NOTARY
COMMISSION NUMBER: *874867*
EXPIRATION OF COMMISSION: *1-26-2004*

Personally known to me _____
or produced the following identification: _____

**UNANIMOUS WRITTEN CONSENT AND WAIVER
OF THE BOARD OF DIRECTORS OF
THE PLANTATION CLUB, INC.
IN LIEU OF A MEETING**

Pursuant to the laws of the State of Florida and the Articles and Bylaws of The Plantation Club, Inc. (the "Corporation"), the undersigned, being all of the members of the Board of Directors of the Corporation, do hereby consent to taking of the following action by written consent in lieu of a meeting, hereby consent to, adopt and approve in all respects the following resolutions and hereby waive any notice of a meeting for this purpose:

WHEREAS, the Directors of the Corporation have unanimously approved the Resolution approving the change of the corporate name; and

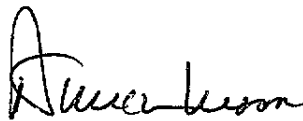
WHEREAS, the Resolution is attached hereto and by reference made a part hereof.

NOW, THEREFORE, BE IT RESOLVED, that the Board has unanimously voted to change the name of the Corporation to PREMIER HEALTH AND FITNESS CENTER, INC.; and

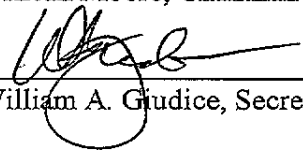
FURTHER RESOLVED, that the Resolution shall be submitted to the Shareholders of the Corporation for their approval in accordance with the Articles, the Bylaws and the laws of the State of Florida; and

FURTHER RESOLVED, that the President of the Corporation, or his designee, is hereby authorized to take whatever steps are necessary to accomplish the change of the corporate name, including but not limited to filing Articles of Amendment, a copy of which is attached hereto and by reference made a part hereof.

IN WITNESS WHEREOF, the undersigned, constituting all the members of the Board of Directors of the Corporation, have executed this Unanimous Written Consent as of the 28th day of August, 2000.



Duncan Moore, Chairman



William A. Giudice, Secretary/Treasurer

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE PLANTATION CLUB, INC.**

RESOLVED, that the Board of Directors of The Plantation Club, Inc. (the "Corporation") has determined that it is in the best interest of the Corporation to change its corporate name; and

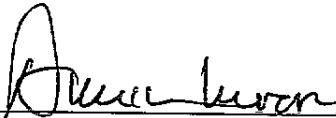
FURTHER RESOLVED, that the Board of Directors has unanimously chosen the name "PREMIER HEALTH AND FITNESS CENTER, INC." as the new corporate name; and

FURTHER RESOLVED, that The Plantation Club, Inc. shall be renamed "Premier Health and Fitness Center, Inc.," effective July 1, 2000; and

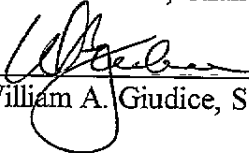
FURTHER RESOLVED, that the President or his designee is hereby authorized to present this Resolution to the shareholders of the Corporation and to take all steps necessary to cause the corporate name of the corporation to be legally changed to Premier Health and Fitness Center, Inc, including but not limited to filing with the Department of State the proposed Articles of Amendment, a copy of which is attached hereto and by reference made a part hereof.

The undersigned, being all of the Directors of the corporation hereby unanimously adopt and approve the above Resolution without a meeting and hereby waive any requirement of or notice of a meeting or of such a proposed change required by the Articles or Bylaws of the Corporation or by statute.

DATED THIS 28th DAY OF AUGUST, 2000.



Duncan Moore, Chairman



William A. Giudice, Secretary/Treasurer

**UNANIMOUS WRITTEN CONSENT AND WAIVER
OF THE SHAREHOLDERS OF
THE PLANTATION CLUB, INC.
IN LIEU OF A MEETING**

Pursuant to the laws of the State of Florida and the Articles and Bylaws of The Plantation Club, Inc. (the "Corporation"), the undersigned, being all of the Shareholders of the Corporation, do hereby consent to taking of the following action by written consent in lieu of a meeting, hereby consent to, adopt and approve in all respects the following resolutions and hereby waive any notice of a meeting for this purpose:

WHEREAS, the Directors of the Corporation have unanimously approved the Resolution approving the change of the corporate name and have submitted the Resolution to the Shareholders for approval; and

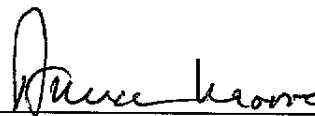
WHEREAS, the Resolution is attached hereto and by reference made a part hereof.

NOW, THEREFORE, BE IT RESOLVED, that the Shareholders have unanimously voted to change the name of the Corporation to PREMIER HEALTH AND FITNESS CENTER, INC.; and

FURTHER RESOLVED, that the Resolution has been properly submitted to the Shareholders of the Corporation for their approval in accordance with the Articles, the Bylaws and the laws of the State of Florida and shall be placed in the Corporate Book; and

FURTHER RESOLVED, that the President of the Corporation, or his designee, is hereby authorized to take whatever steps are necessary to accomplish the change of the corporate name, including but not limited to filing Articles of Amendment, a copy of which is attached hereto and by reference made a part hereof.

IN WITNESS WHEREOF, the undersigned, constituting all the Shareholders of the Corporation, have executed this Unanimous Written Consent as of the 28th day of August, 2000.



Duncan Moore, Chairman
Tallahassee Memorial Health Ventures, Inc.