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Florida Department of State

Division of Corporations

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From:

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Account Number : I19990000017
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DOC'S TOTAL FITNESS, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

DOC'S TOTAL FITNESS, INC.

(Present name)

Pursuant to the provisions of action 607.1006, Florida Statutes, this Florida profit 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 I NAME OF CORPORATION

THE NAME OF CORPORATION IS:

DOC'S TOTAL FITNESS, INC.

CHANGE:

PRO FITNESS CENTER, INC.

SECOND: if an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

BERRIZ & GIRALDO P.A.
4080 SW 84 AVE SUITE C
MIAMI, FL 33165
(305) 485-9300

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THIRD: The date each amendment's adoption: February 21, 06

FOURTH: Adoption of Amendment(s) (CHECK ONE)

X- The amendment(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 separately on the amendment(s):

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

voting group

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

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

Signed this 21 day of February 2006

Signature X

(By the chairman or vice chairman of the board of directors,
President or other officer if adopted by the Shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Roy Aguirre
Typed or printed name

President
Title

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

X
Registered agent signature

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