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May 20, 2002

Additional Offices:
Chicago, Illinois

Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: BENEFIT PERSONAL TRAINING, INC.
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

This letter will indicate our intent to file the Articles of Amendment to Articles of Incorporation on behalf of BENEFIT PERSONAL TRAINING, INC. In this regard, please find enclosed the following:

1. The original and one copy of the Articles of Amendment to Articles of Incorporation of BENEFIT PERSONAL TRAINING, INC.
2. A check made payable to the Department of State in the amount of \$43.75 according to the applicable fee schedule.
 - a. \$35.00 for filing fee
 - b. \$8.75 for certified copy fee

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-05/24/02--01028--003
*****43.75 *****43.75

The address where filing acknowledgment, certified copies and related documents should be sent is:

Martin A. Bubley
Bubley & Bubley, P.A.
3820 Northdale Blvd.
Suite 312 B
Tampa, Florida 33624

Thank you in advance for your anticipated cooperation.

Very truly yours,

BUBLEY & BUBLEY, P.A.

MARTIN A. BUBLEY

ALBRITTON

MAB/ck
Enclosures

FILED
02 MAY 24 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change/CC
5/29/02
10

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BENEFIT PERSONAL TRAINING, INC.

P01000067321
(Document Number of Corporation)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The following Amendment was adopted such that *Article 1 of the Articles of Incorporation as filed on July 3, 2001* shall be amended to read as follows:

ARTICLE 1: NAME

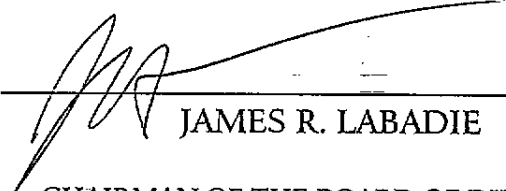
The name of this corporation shall be **ACHIEVE TOTAL FITNESS, INC.**

SECOND: The date of adoption of this amendment was: MAY 20, 2002.

THIRD: All other paragraphs and articles of the *Articles of Incorporation as filed on July 3, 2001* shall remain unchanged.

FOURTH: Adoption of Amendment: The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 20 day of MAY, 2002.



JAMES R. LABADIE
CHAIRMAN OF THE BOARD OF DIRECTORS
Title

FILED
02 MAY 24 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA