

Florida Department of State

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Division of Corporations

Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 **≤**Phone

: (305)634-3694

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

PRO-GYM, INC.

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ARTICLES OF AMENDEMENT TO ARTICLES OF INCORPORATION OF

PRO-GYM, INC. (Present name)

P04000081025

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

FIRST: Amendment(s) adopted: indicated article number(s) being amended, added or deleted

ARTICLE VI The board of Directors will be amended as follows:

MIRIAM ABREU RODRIGUEZ 1710 NW 7TH STREET SUITE; 201 MIAMI, FLORIDA. 33125

PRESIDENT/VICE-PRESIDENT

DELETE: LESTER VALDIVIA 1710 NW 7TH STREET SUITE: 201 MIAMI, FLORIDA 33125

ARTICLE VII
Shareholders will be amended as follows:

MIRIAM ABREU RODRIGUEZ 1710 NW 7TH STREET SUITE: 201 MIAMI, FLORIDA, 33125

100%

SECOND: If an amended 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:

THIRD: The date of each amendment's adoption: 10/11/2007

FOURTH: Adoption of amendment(s) (check one)

X The amendment(s) was/were approved by the shareholders. The number of votes east for the amendment(s) was/were sufficient for approval.

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The amendment(s) was/were adopted 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 east for the amendment(s) was/were sufficient for approval by (Voting group)

The amendment(s) was/were adopted by the board of directors without shareholders 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 02ND day of October of 2007

MIRIAM ABREU RODRIGUEZ/President

(By the chairman or Vice Chairman of the board of Directors, President or other officer if adopted by the shareholders)

LESTER VALDIVIA/PRESIDENT

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Signature