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PRO-GYM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
To
Articles of Incorporation
Of
PRO-GYM, INC.
(Name of corporation as currently filed with the Florida Dept. of State)

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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

ARTICLE VI

The board of Directors will be amended as follows:

PAULA A. POSADA ***1710 NW 7TH STREET STE 202*** ***MIAMI, FLORIDA. 33125***	***PRESIDENT/VICE-PRESIDENT***

ARTICLE VII

Shareholders will be amended as follows:

PAULA A. POSADA ***1710 NW 7TH STREET STE 202*** ***MIAMI, FLORIDA. 33125***	***100%***

ARTICLE V

The street of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

PAULA A. POSADA
1710 NW 7TH STREET STE 202
MIAMI, FLORIDA 33125

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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: 08/19/2008

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 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 cast for the amendment(s) was/ware 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 19th day of August of 2008.-

Signature

Paula Posada.

PAULA A. POSADA/President

LESTER VALDIVIA AGREED TO TRANSFER ALL SHARES TO PAULA POSADA

Lester Valdivia
LESTER VALDIVIA

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