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ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION

OF

GOLD'S GYM FORT LAUDERDALE INC. (P99000089118)

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

FIRST

Article I is amended to read as follows: The name of the corporation shall be FUCARILE INVESTMENTS, INC.

SECOND

The date of the amendment's adoption is November 1st, 1999.

THIRD

The amendments were approved by the shareholders and directors. The number of votes cast for the amendments were sufficient for approval.

SIGNED THIS 1st Day of November 1999.

T. Fucarile (President)

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SECRETARY OF STATE
NOT AHASSEE, FLORID