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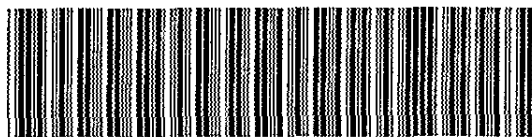
(Business Entity Name)

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ALLAHASSEE, FLORIDA

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Elizabeth Lopez GAVE
AUTHORIZATION BY PHONE TO
CORRECT delete word "initial"
DATE add office files
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Ps 1/30/03
Amend

SEGARRA AND LOPEZ, P.A.

*3785 NW 82nd Avenue
Suite 302
Miami, Florida 33166
(305) 599-6100
Facsimile (305) 599-3411*

January 21, 2003

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

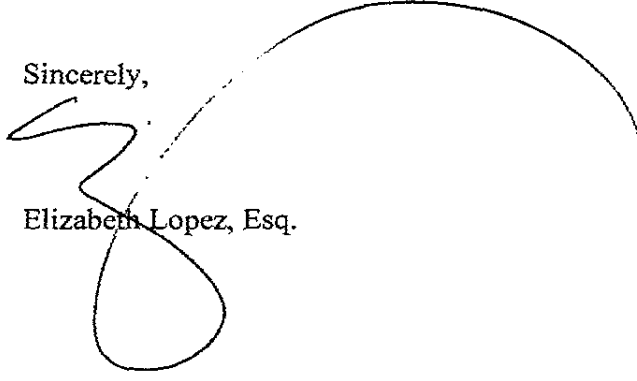
Re: Amended Articles of Incorporation – Physiques ‘N’ Weeks, Inc.

To Whom it May Concern:

Enclosed please find amended articles of incorporation along with the processing fee of \$35.00.

Please return a stamped copy in the enclosed return envelope. Thank you.

Sincerely,


Elizabeth Lopez, Esq.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

AMENDED

ARTICLES OF INCORPORATION

of

PHYSIQUES 'N' WEEKS, INC.

DOCUMENT NUMBER: P02000120666

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

FIRST: Amendment(s) adopted: Article VI is being amended to read
as follows:

" ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have 2 officers and 2 directors.
The name and street address of the officers and
directors who shall hold office for the first year of the
corporation, or until their successors are elected or appointed is:

Jason D. Goodrich-President	Tim Long-Vice President
P.O. Box 565744	P.O. Box 565744
Miami, Florida 33256-5744	Miami, Florida 33255-5744"

SECOND: The date of the amendment's adoption: December 27,
2002.

THIRD: The amendment was adopted by the incorporator without
shareholder action and shareholder action was not required.

Signed this 2nd day of January, 2003.

By: Jason D. Goodrich
JASON D. GOODRICH
Incorporator