

H 26683



ACCOUNT NO. : 072100000032
 REFERENCE : 895605 81445B
 AUTHORIZATION : *Patricia Pizeto*
 COST LIMIT : \$ 87.50

ORDER DATE : July 17, 1998
 ORDER TIME : 12:01 PM
 ORDER NO. : 895605-005
 CUSTOMER NO: 81445B

CUSTOMER: Michael R. Mckinley, Esq
 Batsel Mckinley Ittersagen
 18401 Murdock Circle

Port Charlotte, FL 33948

FILED
 98 JUL 17 PM 3:18
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

500002592105--2

DOMESTIC AMENDMENT FILING

NAME: MEDSPORT LABORATORIES, INC.

EFFECTIVE DATE:

Please File First

XX ARTICLES OF AMENDMENT
 _____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

1/20
Janice Vanderslice
CC
 DIVISION OF CORPORATION
 98 JUL 17 PM 1:19
 RECEIVED

FILED

98 JUL 17 PM 3:18

ARTICLES OF AMENDMENT OF
MEDSPORT LABORATORIES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of MedSport Laboratories, Inc., a Florida corporation, filed in Tallahassee on October 23, 1984, be and hereby are amended in the following particulars:

Article I be and hereby is amended to read as follows:

"The name of the corporation is USA Fitness Technologies, Inc."

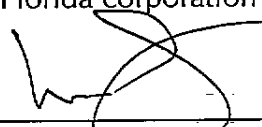
2. The foregoing amendments were adopted by the Stockholders and Directors of the corporation on the 6th day of July, 1998.

3. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 6th day of July, 1998.

MEDSPORT LABORATORIES, INC.
a Florida corporation

By:

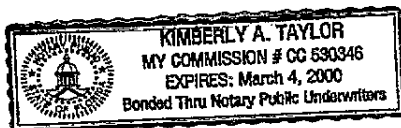

Martin R. Huxstep, President


By:


Donna J. Huxstep, Secretary

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 6th day of July, 1998, by Martin R. Huxstep and Donna J. Huxstep, as President and Secretary of MEDSPORT LABORATORIES, INC., a Florida corporation, on behalf of the corporation and who are personally known to me or who have produced their Florida drivers licenses as identification and who did/did not take an oath.




NOTARY PUBLIC

