

H83784



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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 H83784
 JJP Amend
 12-14-98

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
U.S. TENNIS AND FITNESS COMPANY, INC.**

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

FIRST: Amendment adopted: Vice President for this corporation shall be Mark Anthony Young whose address is 169 STANHOPE CIRCLE. Treasurer and Secretary for this corporation shall be Joan A. Young whose address is 169 STANHOPE CIRCLE
NAPLES, FL. 34104

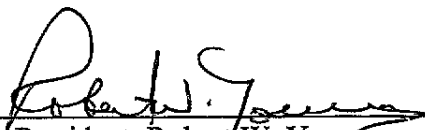
SECOND: The date of this amendment's adoption: June 11, 1998.

THIRD: Adoption of Amendment(s) (check one)

- The amendment was adopted by the incorporator or board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was approved by the shareholders. The number of votes for the amendment(s) was sufficient for approval.
- The amendment was approved by the shareholder through voting groups.

Signed this 24 day of June, 1998.

U.S. TENNIS AND FITNESS COMPANY, INC.


By Its President: Robert W. Young

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