

H 97241



ACCOUNT NO. : 072100000032

REFERENCE : 555990 4326591

AUTHORIZATION :

Patricia Pysant

COST LIMIT : \$ 87.50

ORDER DATE : October 7, 1997

ORDER TIME : 9:31 AM

ORDER NO. : 555990-015

CUSTOMER NO: 4326591

200002313972--6

CUSTOMER: Mitchell Horowitz, Esq
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: FITNESS FINANCIAL SERVICES,
INC.

EFFECTIVE DATE: OCT. 1, 1997

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: Kim Clemons

EXAMINER'S INITIALS:

FILED
97 OCT -7 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
CORPORATION

NSC
10-7

AMENDMENT TO ARTICLES OF INCORPORATION
OF
FITNESS FINANCIAL SERVICES, INC.

FILED
97 OCT -7 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of FITNESS FINANCIAL SERVICES, INC., were filed with and approved by the Secretary of State of the State of Florida on the 3rd day of February, 1986; and

WHEREAS, it is the intention of all of the directors and all of the stockholders of FITNESS FINANCIAL SERVICES, INC. that the Articles of Incorporation of FITNESS FINANCIAL SERVICES, INC. be amended, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment was approved and adopted by all of the directors of FITNESS FINANCIAL SERVICES, INC., pursuant to the provisions of Florida Statutes, Section 607.0821, on the 1st day of October, 1997; and

WHEREAS, the proposed amendment was approved and adopted by all of the stockholders comprising the only voting group of stockholders of FITNESS FINANCIAL SERVICES, INC., pursuant to the provisions of Florida Statutes, Section 607.0704, on the 1st day of October, 1997; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of FITNESS FINANCIAL SERVICES, INC. are hereby amended, by deleting in its entirety the present Number I and by substituting therefor the following, to-wit:

"1. Name. The name of this corporation shall be **AWG BILLINGS, INC.**"

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of **FITNESS FINANCIAL SERVICES, INC.**, by its President and Secretary this 3rd day of October, 1997.

FITNESS FINANCIAL SERVICES, INC.

By: *Angelo Grotticelli*
Angelo Grotticelli, President

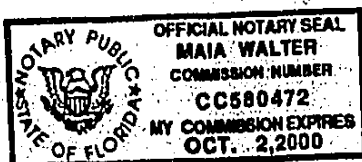
By: *Saber Grotticelli*
Saber Grotticelli, Secretary

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 3 day of Oct., 1997, by **ANGELO GROTTICELLI** and **SABER GROTTICELLI**, President and Secretary, respectively, of **FITNESS FINANCIAL SERVICES, INC.**, a Florida corporation, who are personally known to me or who have produced FL 632-019-40-370-0 as identification.

FL 632-780-48-841



Maia Walter
Maia Walter
Print Name

Notary Public
My Commission Expires: