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ROTH, EDWARDS & SMITH, P. A.

ATTORNEYS AT LAW

135 WEST CENTRAL BOULEVARD, SUITE 800

POST OFFICE BOX 3831

ORLANDO, FLORIDA 32802

TELEPHONE (407) 872-7091

TELECOPIER (407) 872-7098

June 11, 1998

Via Federal Express

Division of Corporations
Florida Department of State
Amendment Department
409 E. Gaines Street
Tallahassee, FL 32399

400002558604--7
-06/12/98--01081--005
*****87.50 *****87.50

Re: Name Change for Lincoln Health & Fitness Center, Inc.

Dear Sirs:

Please find enclosed the original and one copy of Articles of Amendment to Articles of Incorporation changing the name of my existing corporation from The Lincoln Health & Fitness Center, Inc., to **THE FITNESS COACH, INC.**

Also enclosed is check no. 1803 in the amount of \$87.50 for the filing of the articles of amendment (\$35.00) and the cost of a certified copy (\$52.50).

Please forward the certified copy of the Articles of Amendment to me at the address on the enclosed letterhead.

Sincerely,

Kathy L. Randell

Kathy L. Randell

Vice President

Lincoln Health & Fitness Center, Inc.

Encs.

N.C.
6-16-98
CC

FILED
JUN 12 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LINCOLN HEALTH & FITNESS CENTER, INC.

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: Article I is being amended to change the name of this corporation to **THE FITNESS COACH, INC.**

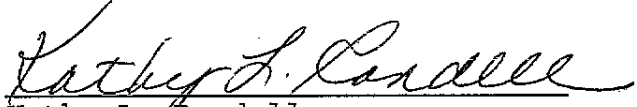
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NOT APPLICABLE

THIRD: The date this amendment was adopted is June 11, 1998.

FOURTH: The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 11th day of June, 1998.


Kathy L. Randell
Vice President

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TALLAHASSEE, FLORIDA