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#3783 P.001/003

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Account Name : TOBIN & REYES, P.A.  
Account Number : I20000000155  
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**LIMITED LIABILITY AMENDMENT**

**THE FITNESS STUDIO AT THE SPA, LLC**

Certificate of Status	1
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Estimated Charge	\$30.00

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION OF  
"THE FITNESS STUDIO AT THE SPA, LLC"**

The Fitness Studio at the Spa, LLC, (the "Company") is filing these Articles of Amendment to its Articles of Organization pursuant to Section 608.411, Florida Statutes.

1. The name of the Company is The Fitness Studio at the Spa, LLC.
2. The Company's Articles of Organization were filed on August 16, 2002
3. Article I of the Company's Articles of Organization is hereby replaced in its entirety with the following new Article I:

"The name of this Limited Liability Company is The Fitness Studio Downtown, LLC."

4. The foregoing amendment to the Company's Articles of Organization was unanimously approved by the Company's members, which approval is sufficient to change the name of the Company.

IN WITNESS WHEREOF, undersigned has executed these Articles of Amendment on behalf of the Company as of February 13, 2004.

The Fitness Studio at the Spa, LLC.

By: 

Joel Biller,  
Member

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**UNANIMOUS WRITTEN CONSENT OF THE  
MEMBERS OF  
THE FITNESS STUDIO AT THE SPA, LLC**

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Pursuant to Section 608.4321 of the  
Florida Business Limited Liability Company Act  
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The undersigned, constituting all of the members of The Fitness Studio at the Spa, LLC, a Florida Limited Liability Company (the "Company") do hereby agree and consent that when all of the members have executed this unanimous written consent or an exact counterpart hereof, each of which counterparts when taken together shall constitute one consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and have the same force and effect as if adopted at a formal meeting of the members duly called and held for the purpose of acting upon proposals to adopt such resolutions.

**RESOLVED**, that the Name of the Company shall be changed from The Fitness Studio, at the Spa, LLC, to The Fitness Studio Downtown, LLC; and it is further

**RESOLVED**, that the Company be, and hereby is, authorized, directed and empowered to execute and file with the Florida Secretary of State Articles of Amendment to the company's Articles of Incorporation, a copy of which is attached to this unanimous written consent as Exhibit A, changing the name of the Company as provided herein; and it is further

**RESOLVED** that the members and officers, of the Company be, and hereby are, authorized and directed to take or cause to be taken such action as they deem necessary or desirable and proper to change the Name in the state of Florida as provided herein.

This unanimous written consent of the Company's members is executed as of February, 2004

  
Joel Biller.

  
Geraldine P. Biller.

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