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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN FEB 25 2003

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February 20, 2003

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
2003 FEB 24 AM 9:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: ARTICLE OF AMENDMENT OF GYM CLASS, LLC

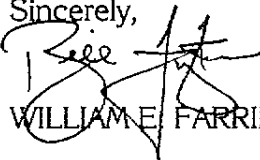
Dear Sir or Madam:

Enclosed herewith is the original Article of Amendment of Coastal Apartments, Limited Liability Company to be filed with the Secretary of State. The filing check of \$25.00 made payable to the Secretary of State is enclosed.

Once this document is filed, please return a copy of the Article of Amendment back to me at your earliest convenience in the enclosed self-addressed, stamped envelope.

If you have any questions, please feel free to contact me. I sincerely appreciate your attention and assistance to this matter.

Sincerely,



WILLIAM E. FARRINGTON, II

WEFII/las
Enclosures

ARTICLE OF AMENDMENT OF GYM CLASS,
LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

This is to certify that:

First: This Article amends the Articles of Organization of Gym Class, LLC, a Florida Limited Liability Company.

Second: The Articles of Organization of Gym Class, LLC were filed with the Florida Department of State on September 13, 2002.

Third: Article II of the Articles of Organization previously provided as follows:
Address: The mailing address and street address of the principal office of the Limited Liability Company is 4081 East Olive Road, Suite 0, Pensacola, Florida 32514.

Fourth: Article II of the Articles of Organization as amended, provides as follows:
Address: The mailing address and street address of the principal office of the Limited Liability Company is 4405 Bayou Boulevard, Pensacola, Florida 32503.

Fifth: Article IV of the Articles of Organization previously provided as follows:
Management: The Limited Liability Company is to be managed by the members and the names and address of the managing members are:

Natlyn Washington
8808 University Parkway
Pensacola, Florida 32514

Stacey L. Suarez
6137 Alicia Drive
Pensacola, Florida 32504

Sixth: Article IV of the Articles of Organization as amended, provides as follows:

Management: The Limited Liability Company shall be managed by a manager or managers, who may, but need not be a member. The name and address of the managing member is:

Natlyn Washington
8808 University Parkway
Pensacola, Florida 32514

Seventh: Article V of the Articles of Organization previously provided as follows:
Registered Agent, Registered Office and Registered Agent's Signature:
The street address of the initial registered office of this corporation in the State of Florida and the name of its initial registered agent at that office is as follows:

Stacey L. Suarez
6137 Alicia Drive
Pensacola, Florida 32504

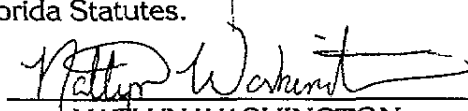
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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

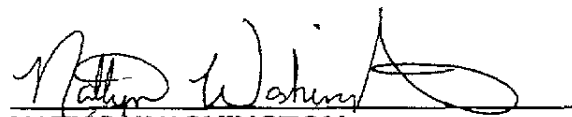
Eighth: Article V of the Articles of Organization as amended provides as follows:
Registered Agent, Registered Office and Registered Agent's Signature:
The street address of the initial registered office of this corporation in the State of Florida and the name of its initial registered agent at that office is as follows:

Natlyn Washington
8808 University Parkway
Pensacola, Florida 32514

Having been named as registered agent and to accept service or process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


NATLYN WASHINGTON
Registered Agent

IN WITNESS WHEREOF, this Article of Amendment has been duly executed and is being filed in accordance with Section 608.411, Florida Statutes, this 14th day of February, 2003.


NATLYN WASHINGTON
Member