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STATEMENT OF CHANGE OF MANAGER/MEMBER DETAIL OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416, 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order in change its manager/member detail or registered agent, or both, in the State of Florida.

- 1a. The name of the limited liability company is: ZERO GRAVITY GYM, LLC
1b. The mailing address of the limited liability company is: 1400 Alton Road, Miami Beach, FL 33139
1c. Date of filing/registration: 02/13/2003 Document number: L03000005611

2. The name and address listed in the current Manager/Member Detail:

Drew Chesler
401 Ocean Drive, Apt. 1104
Miami, FL 33139
Managing Member

3. The name and address to be listed in the new Manager/Member Detail:

Drew Chesler
1400 Alton Road
Miami Beach, FL 33139
Managing Member

4. The name and address of the current registered agent and office:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301-2525

5. The name and address of the new registered agent and office: [P.O. Box Not Acceptable]

Harold L. Lewis, Esq.
One Biscayne Tower, Suite 2400
2 South Biscayne Boulevard
Miami, FL 33131

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

Handwritten signature: Harold Lewis, Authorized Representative

(Signature of a member or authorized representative of a member)

Handwritten date: 6-16-03

(Date)

Printed name: Harold Lewis

(Printed or typed name of signee)

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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 relative to the proper and complete performance of my duties, and I am familiar with accept the obligation of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Harold Lewis

[Signature of Registered Agent]

6-16-03

[Date]

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

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