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LIMITED LIABILITY AMENDMENT

GILLIS ENTERPRISES, LLC

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ARTICLES OF AMENDMENT OF GILLIS ENTERPRISES, L.L.C. A Florida Limited Liability Company



The undersigned, being authorized to execute and file these Articles of Amendment, hereby certifies that:

<u>FIRST</u>: These Articles of Amendment amend the Articles of Organization of Gillis Enterprises, L.L.C.

<u>SECOND</u>: The Articles of Organization were filed with the Florida Department of State on July 28, 2003.

THIRD: Article I of the Articles of Organization previously provided as follows:

"ARTICLE I - Name:

The name of the limited liability company (hereinafter referred to as the "Company") is:

GILLIS ENTERPRISES, LLC"

FOURIH: Article I of the Articles of Organization, as hereby amended, shall hereinafter provide as follows:

"ARTICLE I - Name:

The name of the limited liability company (hereinafter referred to as the "Company") is:

KIDS FITNESS CENTERS OF TAMPA BAY, L.L.C."

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FIFTH: Article IV of the Articles of Organization previously provided as follows:

"ARTICLE IV - Management:

The Company is to be managed by the members."

SIXTH: Article IV of the Articles of Organization, as hereby amended, shall hereinafter provide as follows:

"ARTICLE IV - Management:

The Company is to be managed by a manager or managers and is, therefore, a manager-managed limited liability company."

IN WITNESS WHEREOF, these Articles of Amendment have been duly executed and are being filed in accordance with Section 608.411 F.S., this 17th day of September 2003.

Lina Angelici, Amhorized Representative

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Lina Angelici