Florida Department of State

Division of Corporations Public Access System

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To:

Division of Corporations

Fax Number

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From:

Account Name

: CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053

Phone

: (305)672-0686

Fax Number

: (305) 672-9110

LIMITED LIABILITY AMENDMENT

SUPERFIT KIDZ, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$30.00

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

November 15, 2004

SUPERFIT KIDZ, LLC 4900 US HIGHWAY 19 NEW PORT RICHEY, FL 34652

SUBJECT: SUPERFIT KIDZ, LLC

REF: L03000036545

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document needs to be titled amendment to the article of organization.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please . call (550) 245-6020.

Tammi Cline Document Specialist FAX Aud. #: H04000225666 Letter Number: 704A00064790

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article L Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Superfit Kidz, LLC

Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on September 24, 2003.

Article III. Address

The Company's street and mailing address is:

Superfit Kidz, LLC 4900 U.S. Highway 19 New Port Richey FL 34652

Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 UNITED STATES SECTEMENT OF STATE

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686

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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

4900 U.S. Highway 19 New Port Richey FL 34652		
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	-	
Article VII. Company Existence		
The Company's existence will begin effective up Articles of Organization. The undersigned executed these Amended and I	_	
The Company's existence will begin effective up Articles of Organization. The undersigned executed these Amended and I the date shown below. Superfit Kidz, LLC	_	I AOH 40
The Company's existence will begin effective up Articles of Organization. The undersigned executed these Amended and I the date shown below. Superfit Kidz, LLC By: Name: Karla Sarria	_	5
The Company's existence will begin effective up	_	

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(305) 672-0686

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

Superfit Kidz, LLC

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

CORPORATE CREATIONS NETWORK INC.

Karla Sarria, Vice President

Date: November 15, 2004

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686 SECRETATION 8: 23