

MAY. 3. 2005 of 1:28:00

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LIMITED LIABILITY AMENDMENT

CURVES OF SAN MARCO, LLC

MAY 3 PM 1:57

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FAX AUDIT NO.: H05000112803

**ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION
OF**

**CURVES OF SAN MARCO, LLC
(DOCUMENT NUMBER L06000024363)**

It is hereby certified that:

1. The name of the limited liability company is CURVES OF SAN MARCO, LLC (the "Company").
2. The date of filing of the Articles of Organization of the Company was MARCH 10, 2005.
3. The following amendment to the Articles of Organization was adopted by the Company:

The Articles of Organization of the limited liability company are hereby amended by striking out Article 1 thereof and by substituting in lieu of said Article 1 the following new Article 1:

"Article I - NAME:

The name of the Limited Liability Company is: SUNRISE FITNESS, LLC"

4. The effective time of the amendment herein certified shall be upon filing this Certificate of Amendment with the Florida Secretary of State.

IN WITNESS WHEREOF, this amendment to the Articles of Organization has been executed by a duly authorized member this 29 day of April, 2005.

CURVES OF SAN MARCO, LLC, a Florida
limited liability company

By: Dawne Dowell
Name: Dawne Dowell
Title: Member