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*Jack M. Callahan, Esq.*

451 Central Park Dr Largo, FL 33771

T (727) 581-9690 F (727) 585-0754

jack@ddavenport.com

Department of State  
Division of Corporations  
Amendments Section  
PO Box 6327  
Tallahassee, FL 32314

RE: PRACTICAL FITNESS INTERNATIONAL, LLC

Dear Sir or Madaam:

Enclosed is an original and one (1) copy of the Articles of Amendment for the above referenced limited liability company along with a check in the amount of \$55.00 for the filing fee and one (1) certified copy of these Articles of Amendment. These Articles are to be effective August 5 2005.

Please send the certified copy of these Articles of Amendment to:

Jack M. Callahan  
DBS  
451 Central Park Dr  
Largo, FL 33771

Thank you for your prompt assistance in this matter.

Yours Truly,

A handwritten signature in black ink, appearing to read 'Jack Callahan', with a stylized flourish at the end.

Jack M. Callahan

ARTICLES OF AMENDMENT TO  
ARTICLES OF ORGANIZATION  
OF  
PRACTICAL FITNESS INTERNATIONAL, LLC

FL Doc # L05000071308

Under the provisions of F.S. 608.411, this limited liability company adopts the following articles of amendment to its articles of organization:

**FIRST:** Amendments adopted:

Article V – MANAGERS/MEMBERS

“The name and address of managing members/managers are:

Title: MGR  
THOMAS R MITCHELL  
708 EDENVILLE AVENUE  
CLEARWATER, FL 33764 US

Title: MGR  
DAVID M RADAY  
2011 CROYDON DRIVE  
CLEARWATER, FL 33764 US

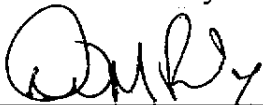
**SECOND:** Effective Date of Adoption

The foregoing amendments are adopted effective August 5<sup>th</sup> 2005

**THIRD:** Adoption of Amendments

The amendments were approved by the members. The number of votes cast for the amendment was sufficient for approval.

Signed on this 25<sup>th</sup> day of July 2005

  
\_\_\_\_\_  
David M. Raday, Manager & Member

05 AUG -5 PM 12:51