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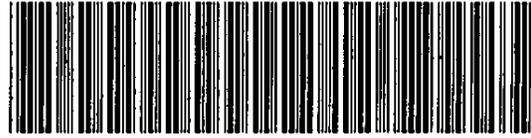
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: I TRAIN STUDIOS, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

BEVON CHRISTIE
(Name of Person)

1224 (2004), INC.
(Firm/Company)

705 SW 107TH AVENUE
(Address)

PEMBROKE PINES, FL 33025
(City/State and Zip Code)

For further information concerning this matter, please call:

BEVON CHRISTIE at (954) 895-7412
(Name of Person) (Area Code & Daytime Telephone Number)

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Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

ITRAIN STUDIOS, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on JUNE 18, 2007 and assigned document number L07000056441.

SECOND: This amendment is submitted to amend the following:

ARTICLE I

PLEASE CHANGE NAME TO: ITRAIN FITNESS, LLC

5320 HAWKHURST AVENUE, SOUTH WEST RANCHES, FL 33331

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DIVISION OF CORPORATIONS

Dated JUNE 18, 2007, 2007.

David Evans

Signature of a member or authorized representative of a member

DAVID EVANS

Typed or printed name of signee

Filing Fee: \$25.00