

JONES, DAY, REAVIS & POGUE

3500 SUNTRUST PLAZA • 303 PEACHTREE STREET  
ATLANTA, GEORGIA 30308-3242

TELEPHONE: 404-521-3939 • FACSIMILE: 404-581-8330

WRITER'S DIRECT NUMBER  
(404) 581-8583  
jshingleton@jonesday.com

353114:jsw  
898610 600001

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VIA FEDERAL EXPRESS

Ms. Brenda Tadlock  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 12 PM 3:18

Re: Articles of Amendment  
American Wellness, L.L.C.

Dear Ms. Tadlock:

Enclosed are Articles of Amendment to Articles of Organization of American Wellness, L.L.C. and a check in the amount of \$25.00. Upon your filing of the enclosed Articles of Amendment, please send me proof of such filing in the enclosed, self-address envelope.

Please contact me should you have any questions.

Very truly yours,

700003424817--2  
-10/16/00--01004--001  
\*\*\*\*\*25.00 \*\*\*\*\*25.00

*Jeanne Shingleton*  
Jeanne Shingleton

Enclosures

Name	Mr. Gary Herbek (w/encs. via telefax)
cc: Availability	Matthew J. Toddy, Esq. (w/encs.)
Document Examiner	<i>Uelt</i>
Updater	
Indexer	
Verifier	
Acknowledgement	
St. P. Verifier	

*Amend*  
*Uelt*  
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*Rec'd 10/16/00*  
*FF \$25.00*

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
AMERICAN WELLNESS, L.L.C.  
(A Florida Limited Liability Company)**

**FIRST:** The date of filing of the Articles of Organization of American Wellness, L.L.C. (the "Company") was September 17, 1999.

**SECOND:** The following amendments to the Articles of Organization were adopted by the Company:

Article II is hereby revised to provide that the mailing address of the principal office of the Company is :

American Wellness, L.L.C.  
8590 Potter Park Drive  
Sarasota, Florida 34238

Article IV is hereby revised to add the following Managing Members:

Nancy Blackstone  
2880 Casey Key Road  
Nokomis, Florida 34275

JoAnne E. Blumetti  
2474 Border Road  
Venice, Florida 34292

Article V is hereby deleted in its entirety and replaced with the following:

The Managing Members may admit new members by the affirmative vote of (i) the Managing Members holding at least seventy-five percent (75%) of the aggregate outstanding membership interests held by the Managing Members in the Company and (ii) the Founding Members holding at least a majority of the aggregate outstanding membership interests held by the Founding Members in the Company.

Dated: OCTOBER 6, 2000.

  
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Gary J. Herbel, President and Chief Executive Officer

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