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BASIC AMENDMENT

II EXTREME FITNESS CENTER, INC.

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AMEND
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AMENDMENTS TO THE ARTICLES OF INCORPORATION

OF

II EXTREME FITNESS CENTER, INC.

I, the undersigned, being the Secretary of II EXTREME FITNESS CENTER, INC., a Florida corporation, do hereby amend its Articles of Incorporation as follows:

ARTICLE VI

The organizations directors shall be changed from:

President/Secretary
Caridad Y. Oliviere
750 H West 49th. St.
Hialeah, FL 33012

to

President/Secretary
Rene Barcelo
750 H West 49th. St.
Miami, FL 33012

The date of adoption was May 30, 2002

The number of votes cast for the amendment by directors was sufficient for approval

In all other respects, the Articles of Incorporation shall remain unchanged.

The undersigned, being the stockholder and director of II Extreme Fitness Center, Inc., a Florida corporation, acting pursuant to Section 607, 134, 607, 181 (3) and 607, 394 of the Florida Status, do hereby manifest his intention that the foregoing Articles of Amendment to Articles of Incorporation be Adopted according to its terms.

WITNESS my hand and official seal of Miami, Dade County, Florida, this 30th. day of May 2002.

Rene A. Barcelo
DIRECTOR (Rene Barcelo)

SECRETARY OF STATE
TALLAHASSEE-FLORIDA

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