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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HEALTH PALACE FITNESS CTR. INC. (Document #) Amend

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

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<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Examiner's Initials

for
626/00

ARTICLES OF AMENDMENT⁰⁰
TO
ARTICLES OF INCORPORATION
OF
HEALTH PALACE FITNESS CTR., INC.

(PRESENT NAME)

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JUN 26 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607,1006, FLORIDA STATUTES, THIS CORPORATION ADOPTSS FTHE FOLLOWING ARITCLES OF AMENDMENT TO ITS ARTICL OF OF INCORPORATION:

FIRST: AMENDMENT(S) ADOPTED: (INDICATE ARICLE NUMBER(S) BEING AMENDED ADDED OR DELETED)

ARTICLE VI *Directors*

WAS: LIGIA SALDARRIAGA DE ARVELO
SIDNEY ARVELO
MIRTALINA ARVELO

PRESIDENT
VICE-PRESIDENT
VICE-PRESIDENT

NOW: SIDNEY ARVELO
MIRTALINA ARVELO

PRESIDENT
VICE-PRESIDENT

SECOND: IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICAATION OR CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMEN- TING THE AMENDMENT IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS FOLLOWS:

THIRD: THE DATE OF EACH AMENDMENT'S ADOPTION: 06/08/98

FOURTH: ADOPTION OF AMENDMENT(S) (CHECK ONE)

- ☒ THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL.
- * THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

THE FOLLOWING STATEMENT MUST BE SEPARATELY
PROVIDED FOR EACH VOTING GROUP ENTITLED TO
VOTE SEPARATELY ON THE AMENDMENT(S)

"THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT
FOR APPROVAL BY _____."
(VOTING GROUP)

- * THE AMENDMENT(S) WAS/WERE ADOPTED BY THE BOARD OF DIRECTORS WITHOUT
SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.
- * THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS WITHOUT
SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

SIGNED THIS 23 DAY OF JUNE, 2000.

SIGNATURE _____

(By the Chairman or Vice Chairman of the Board
of Directors, President or other officer if adopted
by the shareholder(s))

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

LIGIA SALDARRIAGA DE ARVELO

Typed or printed name

PRESIDENT

Title