AZARUS CORPORATE FILING SERVICE (Requestor's Name) 3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

1. HEALTH PALACE FITNESS CTR. JWC. (Corporation Name) (Document #) 3. (Corporation Name) (Document #) 4. (Corporation Name) (Document #) Walk in Pick up time 1.00 (Certified Copy Mail out Will wait Photocopy Certificate of Status NEW FILINGS AMENDMENTS	
2. (Corporation Name) (Document #) 3. (Corporation Name) (Document #) 4. (Corporation Name) (Document #) Walk in Pick up time	-
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	<u>1</u>
NEW FILINGS AMENDMENTS Amendment Amendment	150
Profit NonProfit Resignation of R.A., Officer/Director	
. Limited Liability Change of Registered Agent	•
Domestication Dissolution/Withdrawal	
Other Merger 700003303957	· <u>-</u>
-06/26/0001046	005 35.00

Foreign

Other

Limited Partnership

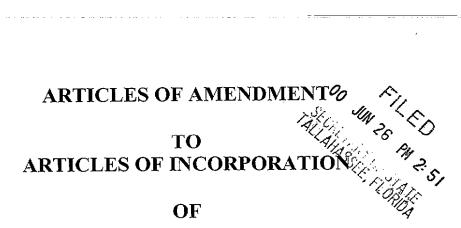
Examiner's Initials

Reinstatement Trademark

CR2E031(9/92)

Fictitious Name

Name Reservation



HEALTH PALACE FITNESS CTR., INC.

(PRESENT NAME)

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 DIYEJORS

WAS: LIGIA SALDARRIAGA DE ARVELO SIDNEY ARVELO MIRTALINA ARVELO

NOW: SIDNEY ARVELO MIRTALINA ARVELO PRESIDENT VICE-PRESIDENT VICE-PRESIDENT

PRESIDENT VICE-PRESIDENT

SECOND: IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICAATION OR CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING 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 FO AMENDMENT(\$) (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 ENTILTLED TO VOTE SEPRATELY ON THE AMENDMENT(S) "THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY (VOTING GROUP) THE AMENFMENT(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 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