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LAW OFFICES

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MARILYN D. GREENBLATT
ADMITTED IN FLORIDA
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June 20, 2000

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Bodyworks & Fitness Corp.
Our File No.: 0252-01

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*****43.75 *****43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 26 AM 9:17

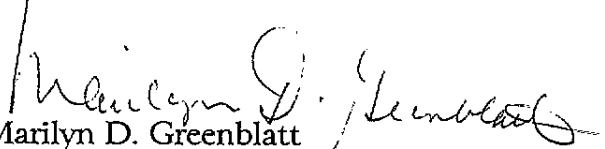
To Whom It May Concern:

Enclosed please find the original and two (2) copies of Articles of Amendment for Bodyworks & Fitness Corp. changing the name of the corporation to Body Definitions, Inc., together with Marilyn D. Greenblatt, P.A. Operating Account check number 1480 dated June 20, 2000, payable to the Department of State in the amount of \$43.75, representing payment for filing fees and a certified copy of the Articles of Amendment.

Kindly return the extra copy stamped "filed." A certified copy, evidencing the change of name of this corporation, should be sent to the undersigned.

Should you have any questions regarding this letter or any of the enclosures or require anything additional in connection with this matter, please do not hesitate to contact me.

Sincerely,


Marilyn D. Greenblatt

MDG:am

Enclosures

cc: Mr. Eduardo A. Santos
E:\0252-01\SECSTATE-LT2.wpd

Amend & N/C

V. SHEPARD III 12 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BODYWORKS & FITNESS CORP.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 26 AM 9:17

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation organized under the laws of the State of Florida adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of this corporation shall be changed to Body Definitions, Inc. and Article I of the Articles of Incorporation are hereby amended to change the name of the corporation to Body Definitions, Inc.. All further references to the "Corporation" or the "Company" shall be to Body Definitions, Inc..

SECOND: The names and addresses of the current members of the Board of Directors of the Corporation are:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Eduardo A. Santos | 6635 S. W. 47 th Street Miami, Florida 33155 |
| Sandor Guillen | 13342 S. W. 64 th Lane Miami, Florida 33183 |

THIRD: The date of the adoption of these amendments is June 14, 2000.

FOURTH: Pursuant to and in accordance with the Articles of Incorporation, these amendments were approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Article of Incorporation this 19 day of June, 2000.

A handwritten signature in black ink, appearing to read 'Eduardo A. Santos', is written over a horizontal line.

Eduardo A. Santos, Vice President