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May 31, 2001

Via US Mail

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/04/01--01095--007
*****35.00 *****35.00

**Re: Club Fit No. 2, Inc. – Articles of Amendment to Articles of Incorporation
Our File No. 5966.001**

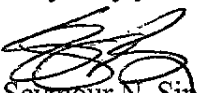
Dear Sir or Madam:

Enclosed please find the following:

1. Articles of Amendment to the Articles of Incorporation of Club Fit No. 2, Inc.;
2. Check number 1926 made payable to Secretary of State in the amount of \$35.00 representing the states fee for filing the enclosed Amendment to Articles of Incorporation.

Thank you for your cooperation in this matter. Should you have any questions, please feel free to communicate with me.

Very truly yours,


Seymour N. Singer

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FILED
01 JUN -4 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN - 8 2001

Amend

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CLUB FIT NO. 2, INC.

FILED
01 JUN -4 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Section 607.1006, **CLUB FIT NO. 2, INC.**, a Florida corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

The first sentence of Article V is hereby amended to delete the words "seven thousand (7,000) shares of common stock," and to substitute instead the words "sixty thousand (60,000) shares of common stock."

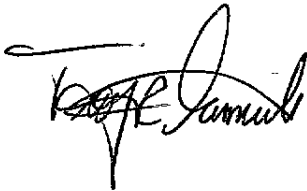
The date of adoption of the foregoing amendment was as of May 1, 2001. The amendment was unanimously approved by all of the shareholders.

Signed as of the 1st day of May, 2001:



ANTONIO CAPATO, President

Signed before me this 14th day of May 2001.





Troy R. Samuels
MY COMMISSION # CC895847 EXPIRES
January 31, 2004
BONDED THRU TROY FAIR INSURANCE, INC