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Florida Department of State  
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## BASIC AMENDMENT

CLUB FIT NO. 2, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT TO THE**  
**ARTICLES OF INCORPORATION OF**  
**CLUB FIT NO. 2, INC.**

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 "sixty thousand (60,000) shares of common stock," and to substitute instead the words "ninety thousand (90,000) shares of common stock."

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

Signed as of the 1<sup>st</sup> day of July, 2001:

  
ANTONIO CAPUTO, President

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