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Law Offices
of

Hamden H. Baskin, III, P.A.

516 No. Ft. Harrison Avenue
Clearwater, Florida 33755

Telephone: 727/442-8894
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FILED STATE
SECRETARY OF CORPORATIONS
SEP - 1 AM 9:27

VIA FEDERAL EXPRESS

August 31, 2000

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

900003380429--6
-09/01/00--01072--003
*****35.00 *****35.00

RE: Articles of Amendment
SPOTS B GONE, INC.

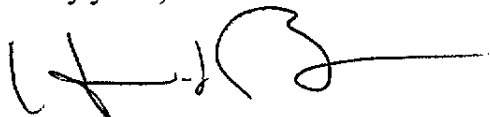
Dear Sirs:

Enclosed please find original Articles of Amendment for the above referenced corporation. Also enclosed is our check in the amount of \$35.00 for filing fees.

Kindly process same and return your receipt to our office.

Thanking you in advance and with the kindest of personal regards, I remain

Sincerely yours,



Hamden H. Baskin, III
Attorney at Law

HHBIII:dlw

Enclosures: as stated

cc: Dean Bauer

N/c

V. SHEPARD SEP 14 2000

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF AMENDMENT
OF SPOTS B. GONE, INC. a Florida corporation**

1. The following provisions of the Articles of Incorporation of SPOTS B GONE, INC., a Florida corporation, filed in Tallahassee on the ¹⁵29th day of June, 2000, be and the same are hereby amended in the following particulars:
- (i) Article I, be and it is deleted in its entirety.
 - (ii) Article I, should be and the same is hereby replaced and shall read in its entirety as follows:

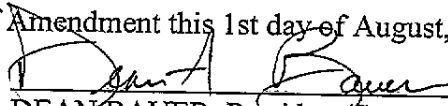
"ARTICLE I - NAME

The name of the corporation is:

atsfitness.com, inc."

2. These Articles of Amendment was approved by the sole shareholder on the 1st day of August, 2000.

IN WITNESS WHEREOF, all of the undersigned Directors and Shareholders, of this Corporation have executed these Articles of Amendment this 1st day of August, 2000.


DEAN BAUER, President/Secretary/Treasurer,
Sole Director and Sole Shareholder

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared DEAN BAUER, known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30 day of August, 2000.


Notary Public

My Commission Expires:



Hamden H. Baskin, III
MY COMMISSION # CC846720 EXPIRES
July 22, 2003
BONDED THRU TROY FAIR INSURANCE, INC.