P00000087286

MUSCLE UNLIMITED FITNESS CENTER, INC. 465 & 475 Hialeah Drive Hialeah, FL 33010

600003719206----02/19/01--01140--017 *****35.00 *****35.00

2-21-2001

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	Office Use Only	
CORPORATION NAME(S) & DOCUM	IENT NUMBER(S), (if known):	
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Walk in Pick up time	Certified Copy	
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NEW FILINGS Profit Not for Profit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger	DIVISION OF CORPOLATION OI FEB 19 MM 11: 22
OTHER FILINGS	REGISTRATION/QUALIFICATION	Ø •
Annual Report Fictitious Name CR2E031(7/97)	Foreign Limited Partnership Reinstatement Trademark Other Examiner's Initials	1



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 3, 2001

MUSCLE UNLIMITED FITNESS CENTER, INC. 465 & 475 Hialeah Drive Hialeah, FL 33010

SUBJECT: MUSCLE UNLIMITED FITNESS CENTER, INC.

Ref. Number: P00000087286

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file your document is \$35.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Letter Number: 201A00000185

Louise Flemming-Jackson Corporate Specialist Supervisor

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF AMENDMENT

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

OIFEB 19 AMII: 22

TO ARTICLES OF INCORPORATION

OF

MUSCLE UNLIMITED FITNESS CENTER, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

AMENDED:

ARTICLE VI-BOARD OF DIRECTORS:

MUSCLE UNLIMITED FITNESS CENTER, INC. shall have two (2) directors, and the number of directors may be changed as provided in the bylaws, but shall never be less than one. The names and addresses of the present board of directors are:

JUAN J. ALFONSO

3299 NW 106th Street Miami, Fl 33147

ADA ARAGONESES

1800 West 68th Street, #110 Hialeah, Fl 33014

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

DIVISION OF CORPORATIONS

O1 FEB 19 AM 11: 22

CONTINUATION

CERTIFICATE OF REGISTERED AGENT

In pursuance of Charter 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered Office/Registered Agent, in the state of Florida.

The name of the corporation is: MUSCLE UNLIMITED FITNESS CENTER, INC.

The name and address fo the registered agent and office is:

JUAN J. ALFONSO 3299 NW 106th Street Miami, Fl 33147

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby accept said Act relative o keeping open said office.

JUAN J. ALEONSO

REGISTERED AGENT

DATE 11-28-00

TH	The date of each amendment's adoption: November 21st, 2000		
FO	RTH: Adoption of Amendment(s) (check one)		
X	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		
	The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
	"The number of votes cast for the amendment(s) was/were sufficient for approval by" (voting group)		
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
	Signed this21st_day ofNovember,2000		
	Signature Aug Alamo (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)		
	OR (By a director if adopted by the directors)		
	OR		
	(By an incorporator if adopted by the incorporators)		
	JUAN J. ALFONSO		
	Typed or printed name		
	PRESIDENT		
	Tido		