

P000000094185

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February 26, 2002

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

800005040238--9

-03/04/02--01048--013

*****87.50 *****43.75

Re: WorkPlace Fitness and Prevention, Inc. (P98000071797)
WorkPlace Prevention and Fitness, Inc. (P00000094185)

Dear Sir or Madam:

It is the intent of these documents to dissolve WorkPlace Fitness and Prevention, Inc., to release its name and for WorkPlace Prevention and Fitness, Inc. to change its name by amending its Articles so that it, as the remaining corporation, will be named WorkPlace Fitness and Prevention, Inc. If you have any questions, please call me.

I enclose a check in the amount of \$87.50 and the original of the Articles of Dissolution and the Articles of Amendment for filing. Please provide me with a certified copy of each filing.

In support of the dissolution and amendment, I enclose copies of the following:

1. Shareholders Resolution for Release of Name and Assignment of Name by WorkPlace Fitness and Prevention, Inc.
2. Shareholders Resolution for Approval of Dissolution of WorkPlace Fitness and Prevention, Inc.
3. Affidavit of Intent Not to Revoke Release of Name or Articles of Dissolution by Julian E. Bailes, Jr. MD as the president of WorkPlace Fitness and Prevention, Inc.

Sincerely,

Carl Motes

Carl D. Motes

CDM/

Enclosures

c: Julian E. Bailes, Jr. MD

FILED
02 MAR -4 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

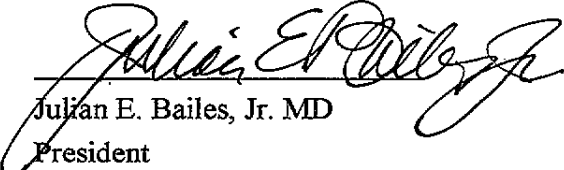
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T. Lewis 3/6/02

WORKPLACE PREVENTION AND FITNESS, INC.
ARTICLES OF AMENDMENT

FILED
02 MAR -4 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, WorkPlace Prevention and Fitness, Inc. hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the corporation is WorkPlace Prevention and Fitness, Inc.
2. The text of the amendment adopted is as follows: The name of the Corporation is WorkPlace Fitness and Prevention, Inc. The principal address of the corporation is 5122 La Croix Ave., Orlando, Florida 32812.
3. The date of adoption of this amendment was the 30th day of November, 2001.
4. The Amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.
5. Shareholder approval was obtained as required by Section 607.1006, Florida Statutes.
6. These articles will become effective upon filing with the office of the Secretary of State of the State of Florida.


Julian E. Bailes, Jr. MD
President

2-16-02
Date

**AFFIDAVIT OF INTENT NOT TO REVOKE
RELEASE OF NAME or ARTICLES OF DISSOLUTION
WORKPLACE FITNESS AND PREVENTION, INC.**

Before me, the undersigned authority, appeared Julian E. Bailes, Jr., MD who after being duly sworn said the following:

1. My name is Julian E. Bailes, Jr., MD.
2. I am the President of WorkPlace Fitness and Prevention, Inc. (P98000071797) and a related corporation known as WorkPlace Prevention and Fitness, Inc. (P00000094185).
3. I have personal knowledge that the statements contained herein are supported by resolutions unanimously adopted by the shareholders and boards of directors of both corporations.
4. WorkPlace Fitness and Prevention, Inc. (P98000071797) files with this affidavit Articles of Dissolution and a resolution releasing its right to use its name and assigning the right to use its name to the corporation presently known as WorkPlace Prevention and Fitness, Inc. (P00000094185).
5. WorkPlace Fitness and Prevention, Inc. (P98000071797) has no intention of revoking its Articles of Dissolution or of withdrawing its release of its right to use its name or its assignment of that right to WorkPlace Prevention and Fitness, Inc. (P00000094185).
6. WorkPlace Prevention and Fitness, Inc. (P00000094185) has adopted an amendment to its Articles of Incorporation which will change its name immediately upon the filing of the Articles of Dissolution of its related corporation, WorkPlace Fitness and Prevention, Inc. (P98000071797).

FURTHER AFFIANT SAYETH NAUGHT.


Julian E. Bailes, Jr., MD

Affidavit of Julian E. Bailes, Jr., MD

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me this 23 day of Feb., 2002 by
Julian E. Bailes, Jr., MD.

SEAL


Signature of Notary Public – State of Florida

Name of Notary Public – State of Florida



Katherine Kobos
My Commission DD072905
Expires November 18, 2005

Personally Known X OR Produced Identification _____
Type of Identification Produced _____