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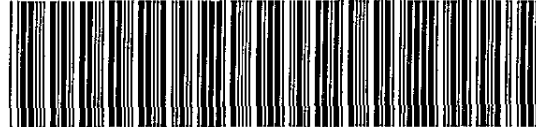
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TALLAHASSEE, FLORIDA

NISI LAW FIRM
A Professional Association

Reply to:

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January 8, 2004

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee FL 32314

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

RE: All About Fitness, Inc.

Dear Representative:

Enclosed for filing with the Florida Department of State are one (1) original and one (1) copy of the Amendment to Articles of Incorporation of All About Fitness, Inc. The original Articles were filed on January 2, 2001, and assigned document number P01000000514. Also enclosed is a check payable to the Florida Department of State in the amount of Forty Three Dollars and 75/100 (\$43.75) covering the filing fee of the \$35.00 filing fee, \$8.75 for a certified copy of the Amended Certificate of Incorporation.

Thank you very much for your help in this matter. Please feel free to call if you have any questions or need any additional information.

Sincerely,



Ginny Long
Legal Assistant

Enclosures

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
ALL ABOUT FITNESS, INC.

All About Fitness, Inc. was incorporated on January 1, 2001 and assigned document number P01000000514. Pursuant to the provisions of Section 607, Florida Statutes, **All About Fitness, Inc.** adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

ARTICLE I. NAME

The name of the corporation shall be **KI FITNESS, INC.**

SECOND: The date of adoption of the amendment(s) was: January 1, 2004

THIRD: Adoption of Amendment

The amendment was adopted by the unanimous vote of the Directors and Shareholders and as such the number of votes cast for the amendment was sufficient for approval.

Dated: January 21, 2004.

All About Fitness, Inc.

By: ✓

Robert J. Wilson, Shareholder/Director

By: ✓

Gina Wilson, Director

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STATE OF FLORIDA
TALLAHASSEE