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February 28, 2001

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/05/01--01106--014
*****70.00 *****70.00

Re: Amendment of Articles of Incorporation of FIT-4-YOU.COM INC.

Dear Secretary of State:

Enclosed find original and a copy of the Amendment of the Articles of Incorporation of my client, FIT-4-YOU.COM INC.

Also find enclosed a check payable to the Secretary of State in the amount of \$35.00 which represents the statutory filing fee.

Your assistance is appreciated.

Very truly yours,


Donald S. Goldrich

Enclosures

FILED
01 MAR -5 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P01000001789
Amend
288
3-5-01

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FIT-4-YOU.COM INC.**

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: Article Number 4, name of Directors is hereby changed to:
JOHN E. CHEANEY II
BONZAI ROMELUS and
EVER CONTRERAS is removed

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:

THIRD: The date of each amendment's adoption is February 20, 2001.

FOURTH: Adoption of Amendment:

- _____ The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.
- _____ The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.
- x The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.
- _____ The amendment was approved by the shareholders through voting groups.

The number of votes cast for the amendment was sufficient for approval by

(voting group)

Signed this 20th day of February, 2001.

BY: _____

John E. Cheaney II, President and Shareholder

FILED
01 MAR -5 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA