

P010000022153

HeartsFit, Inc.

1790 SW 2nd Street
Pembroke Pines, FL 33029

July 10, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL 16 AM 8:55

Dear Sir or Madam:

Please find enclosed amendments to articles II and VI for HeartsFit, Inc. Current address and phone numbers are listed on the header and footer of this letter. Thank you.

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-07/16/01--01082--013
*****43.75 *****43.75

Sincerely,



Manuel A. Castro
President

Amend

V. SHEPARD JUL 18 2001

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF HEARTSFIT, INC.

FILED
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Pursuant to the provisions of FSA § 607.1006, Heartsfit, Inc. adopts the following articles of amendment to its articles of incorporation:

1. The text of each amendment as adopted is as follows:

ARTICLE II: Shall be amended to include the change of address for principal place of business and mailing address of this corporation:

HEARTSFIT, INC.
17790 SW 2ND STREET
PEMBROKE PINES, FL 33029

ARTICLE VI: Shall be amended to include the change of address for the following initial board of director officer/ 100% shareholder / President:

MANUEL CASTRO
17790 SW 2ND STREET
PEMBROKE PINES, FL 33029

2. The date of adoption of the above amendment was:

APRIL 20, 2001

3. Each amendment was adopted by:

The board of director without shareholder action and shareholder action was not required.

4. These amendments will be effective upon filing.

Date: 7/10/01



Manuel Castro as President / Director
of Heartsfit, Inc.