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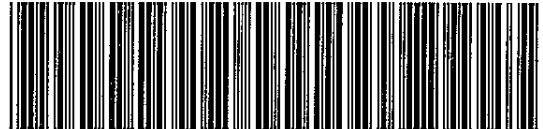
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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37 North Orange Avenue
Suite 500
Orlando, Florida 32801

February 12, 2003

Florida Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32399

Re: Articles of Amendment / Total Health & Wellness III, Inc.

Dear Madame/Sir:

Enclosed please find the Articles of Amendment to Articles of Incorporation of Total Health & Wellness III, Inc. and a check for \$35.00 made payable to the Florida Department of State to cover the filing fee.

Please accept the articles for filing and send me an acknowledgement of the filing.

Thank you for your assistance. Please contact me if you have any questions regarding this matter.

Sincerely,


Robert G. Clements

RGC/
Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TOTAL HEALTH & WELLNESS III, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, **TOTAL HEALTH & WELLNESS III, INC.** (the "Corporation") adopts the following articles of amendment to its Articles of Incorporation:

FIRST: Article 5 – Officers is amended to read as follows:

ARTICLE 5 – OFFICERS

The Board of Directors may appoint officers of the Corporation in accordance with the By-Laws of the Corporation.

SECOND: Article 6- Director(s) is amended to read as follows:

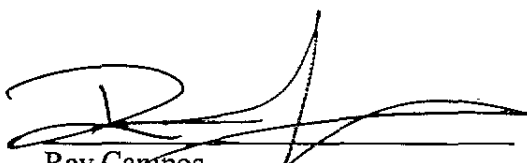
ARTICLE 6 – DIRECTOR(S)

The Board of Directors shall consist of two members. The number of directors may at any time and from time to time be increased or decreased by action of the shareholders.

THIRD: The date of adoption of the amendments is January 1, 2003.

FORTH: The shareholders approved the amendments. The number of votes cast the amendments were sufficient for approval.

Signed this 1 day of January, 2003.


Ray Campos
Director, Chairman of Board
Total Health & Wellness III, Inc.

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