

PO1000065576

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

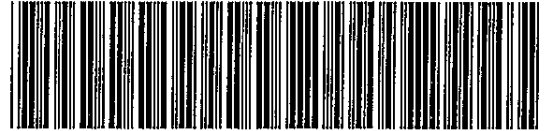
(Business Entity Name)

(Document Number)

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06/30/03--01031--012 **43.75

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03 JUN 30 AM 8:20
SECRETARY OF STATE
ATLANTA, GEORGIA

PO1000065576
478 NC
*Cert copy
6-30-03

Information enclosed is for a corporate name change

Please send a certified copy of the amendment to:

Daniel Martinez
10011 SW 145th Place
Miami, FL 33186

Any questions please contact Pamela J. Luciani @ 954-214-0406

\$8.75	Certified Copy
+\$35.00	Filing Fee
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\$43.75	Total Enclosed

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Empower Total Fitness Corporation
(present name)

PO1000065576
(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I:
Change Corporation name from
Empower Total Fitness Corp.
to Empower Health & Fitness
Networks Corp.

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TALLAHASSEE, FLORIDA

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: 6/24/03

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24th day of June, 2003.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Daniel Martinez
(Typed or printed name)

Vice President / Incorporator
(Title)