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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****35.00 *****35.00

Re: New Age Fitness Management, Inc. Articles of Amendment

Dear Sir/Madam:

Enclosed for filing are an original and one copy of the Articles of Amendment to Articles of Incorporation of New Age Fitness Management, Inc., along with one additional copy to be file-stamped. Also enclosed is our check for \$35.00 for filing fees according to your fee schedule. Kindly return the file-stamped copy of the Articles of Amendment in the enclosed envelope.

Of course, should you have any questions, please feel free to contact me.

Sincerely yours,

Phyliss Daffron

Phyliss Daffron
Legal Assistant to
Jerome E. Speegle

NZ
11-13-01
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enclosures

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA)

COUNTY OF DUBAL)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2001 NOV -5 PM 2:41

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NEW AGE FITNESS MANAGEMENT, INC.

DOCUMENT NUMBER P01000074401

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 adopted:

Article One of the Articles of Incorporation is amended to read as follows:

ARTICLE ONE

NAME

The name of the corporation is **COREFITNESS Systems, Inc.**

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:

Not applicable.

THIRD: The date of the amendment's adoption: October 22, 2001.

FOURTH: Adoption of amendment

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

Signed this 23rd day of October, 2001.

Signature Harry E. Dodich
Harry E. Dodich, as Chairman of the Board of Directors and President