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August 1, 2002

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

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


Re: Clayton & Carter Construction Corp.

Gentlemen:

Enclosed please find the original copy of the Articles of Amendment, together with my check in the amount of \$35.00.

This represents the cost of the Filing Fees for the above named corporation.

Very truly yours,


Clayton & Carter Construction Corp.
18437 US Hwy 19 North
Clearwater, Florida 33764
(727) 538-0778

FILED
02 AUG 16 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

T BROWN AUG 21 2002

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CLAYTON & CARTER CONSTRUCTION CORP.

FILED
02 AUG 16 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision 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 I of the original Article of Incorporation is amended to read as follows:

ARTICLE 1- CORPORATE NAME

The name of the Corporation is THE BODY MILL 24 HOUR FITNESS INC.

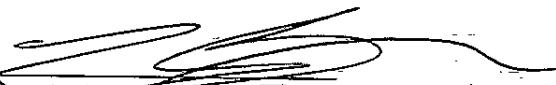
SECOND: There are no exchanges, reclassification, or cancellation of issued shares.

THIRD: The date of the amendment's adoption is August 1, 2002

FOURTH: The amendment was approved by the shareholder(s). The number of votes cast for the amendment was sufficient for approval.

Signed this 1st day of August 1, 2002

CLAYTON & CARTER CONSTRUCTION CORP.

By 
Carter Miner, President