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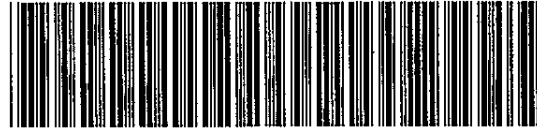
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OF COUNSEL
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JON E. KANE

February 6, 2006

Division of Corporations
Amendment Section
P O Box 6327
Tallahassee FL 32314

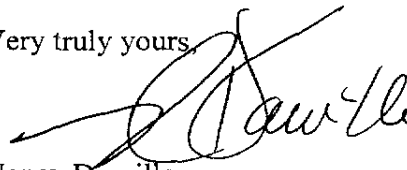
Re: Geofitness, Inc. – Document No. P02000028436

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Amendment to Articles of Incorporation of Geofitness, Inc., along with our check in the amount of \$35.00. Please return a date-stamped copy to us in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter.

Very truly yours,



Nancy Darville
Legal Assistant to James R. Lussier

Enclosures

Cc: Mrs. Debby Mitchell (w/encl.)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GEOFITNESS, INC.**

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1. The name of the corporation is Geofitness, Inc.
2. Article III of the Articles of Incorporation of Geofitness, Inc. is hereby amended to read as follows:

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be one million (1,000,000) shares of common stock. Each of such shares shall have a par value of \$0.01 per share.

3. The foregoing amendment was adopted by the Board of Directors and the Shareholders of the corporation on January 25, 2006. The number of shareholder votes cast was sufficient to approve this Amendment.

GEOFITNESS, INC.

By: _____

Debby Mitchell

Debby Mitchell

President/Shareholder/Director