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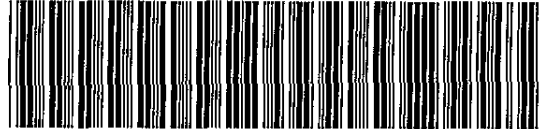
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October 6, 2005

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **D & J Fitness, Inc.**
Articles of Amendment to Change Name to **Women's World, Inc.**

Dear Madam/Sir:

Enclosed are an original and one copy of the Articles of Amendment to Articles of Incorporation of D & J Fitness, Inc., a Florida corporation, by which the corporation is changing its name to **Women's World, Inc.** Also enclosed is this firm's check in the amount of \$43.75, comprised of a \$35.00 filing fee and an \$8.75 certified copy fee.

Please do not hesitate to phone our office if you have any questions. We will have our messenger return to pick up the certified copy and the certificate of filing, if you will be so kind as to call me at 425-5457 to let me know they are ready.

Thank you in advance for your usual assistance in these matters.

Sincerely,


Donna Marie Walters
Paralegal

/dmw

Enclosures

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
D & J FITNESS, INC.**

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:

1. Article 1 of the Articles of Incorporation is amended to read:

ARTICLE 1.

*The name of this Corporation shall be **WOMEN'S WORLD, INC.** The principal place of business and mailing address of this Corporation shall be 1147 Apalachee Parkway, Tallahassee, Florida 32301-4541.*

2. Pursuant to Sections 607.1003, 607.1004, and 607.1006, Florida Statutes, and in accordance with the Articles of Incorporation of the Corporation, by unanimous vote the Shareholders holding shares of the Corporation's common stock authorized and consented in writing on June 1, 2005, to the filing of these Articles of Amendment to Articles of Incorporation. The unanimous vote of Shareholders was sufficient for approval.

Signed as of the 1st day of June, 2005.

D & J FITNESS, INC.

By: 

John A. Martin
Its President

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D & J Fitness, Inc.
ARTICLES OF AMENDMENT
ARTICLES OF INCORPORATION