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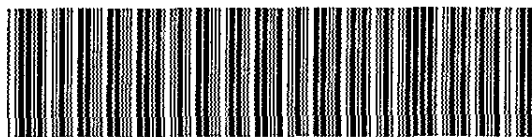
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Elizabeth Lopez GAVE  
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Ps 1/30/03  
Amend

***SEGARRA AND LOPEZ, P.A.***

*3785 NW 82<sup>nd</sup> Avenue  
Suite 302  
Miami, Florida 33166  
(305) 599-6100  
Facsimile (305) 599-3411*

January 21, 2003

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Amended Articles of Incorporation – Physiques ‘N’ Weeks, Inc.

To Whom it May Concern:

Enclosed please find amended articles of incorporation along with the processing fee of \$35.00.

Please return a stamped copy in the enclosed return envelope. Thank you.

Sincerely,

  
Elizabeth Lopez, Esq.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

AMENDED

ARTICLES OF INCORPORATION

of

PHYSIQUES 'N' WEEKS, INC.

DOCUMENT NUMBER: P02000120666

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: Article VI is being amended to read as follows:

" ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have 2 officers and 2 directors. The name and street address of the officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

Jason D. Goodrich-President	Tim Long-Vice President
P.O. Box 565744	P.O. Box 565744
Miami, Florida 33256-5744	Miami, Florida 33255-5744"

**SECOND:** The date of the amendment's adoption: December 27, 2002.

**THIRD:** The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 2<sup>nd</sup> day of January, 2003.

By: Jason D. Goodrich  
JASON D. GOODRICH  
Incorporator