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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

O3 NOV 12 PM 1:36
SEGRETARY OF STATE

XTREME GYM, INC.

(present name)

AC No. 803A00010267-021703-P03000018051-1/1

Document Number of Corporation

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: (indicate article number(s) being amended, added or deleted)

ARTICLE I-ADDRESS

The principal address has been changed to:

230 71 STREET MIAMI, FL 33141

ARTICLE III - CAPITOL STOCK

The aggregated number of shares of stock and its value that this corporation is authorized to have out standing at any one time is Five Hundred (500) shares of One Dollar (\$1.00) per value common stock, which shall be designated "Common Shares".

Each Director holding Shares of Stock as follows:

GLORIA LARGO: 50% SHARES OF STOCK

JEFFERSON DAVILA: 25% SHARES OF STOCK

HAROLD PEREZ: 25% SHARES OF STOCK

ARTICLE V - OFFICERS DIRECTORS

The names and addresses of the members of the first board of directors has been changed to:

GLORIA LARGO- PRESIDENT 10171 W. BAY HARBOR DR. BAY HARBOR ISLAND, FL 33154

JEFFERSON DAVILA- VICE PRESIDENT 3820 SW 48 CT FT. LAUDERDALE, FL 33312

HAROLD PEREZ- VICE PRESIDENT 6736 NW 44 CT CORAL SPRINGS, FL 33067

SECO	ND: The date of each amendment's adoption: SEPTEMBER 2, 2003
THIR	D: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	(voting group)
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 2 day of SEPTEMBER 2003
Signat	ure Many M
_	(By the Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR (By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Wary MD
	(Typed of printed name)
	Mean ProA