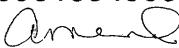
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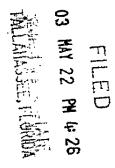
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May 15, 2003

Connie Schlafer

Twist Fitness for Women

25292 Rampart Blud

Punta Gorda, KI 33983

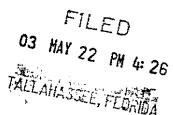
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Twist Fitness for Women, Inc	.	L, FLORIL
Twist Fitness for Women, Inc		
(present name)		

PO3000039837
(Document Number of Corporation (If known)

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 V Officers/Directors

Add: Raymond L. Stanley - President 8337 Crystal Pointe Lane Indianapolis, In 46236

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: May 15, 2003
FOURTH	: 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
	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 15th day of May , 2003.
Signature_	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by
	(By the Chairman or Vice 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)
	Connie Schlafer (Typed or printed name)
	(Typed or printed name)
	in corporator