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· CAPITAL CONNECTION, INC.

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ARTICLES OF AMENDMENT OF O4 FILED

CARDIO KARATE, INC.

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THE UNDERSIGNED, ROBERT BOBER, being the Vice President and Assistant Secretary, of CARDIO KARATE, INC., does hereby certify that the following Amendment to the Articles of Incorporation of CARDIO KARATE, INC. was approved by the Stockholders of said Corporation on the 16th day of February, 2004, at a duly called meeting of the Stockholders and Directors of the Corporation.

The Articles of Incorporation of CARDIO KARATE, INC. (Document Number P03000070431) are hereby amended as follows:

Article I is hereby deleted and the following is inserted in lieu thereof: 1.

ARTICLE I

- The name of the Corporation shall be BOB BOBER'S FITNESS & KICKBOXING, 1. INC.
- All amendments included herein were adopted pursuant to Section 607.1006, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.
- This Amendment has been approved by unanimous consent of all of the Shareholders of the Corporation who are entitled to vote.
- 4. This Amendment shall be effective upon its filing with the Secretary of State, State of Florida.
- Upon filing with the Secretary of State, State of Florida, this Amendment shall be 5. irrevocable.

IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 16th day of February, 2004.

CARDIO KARATE, INC

RÖBERT BOBER

ROBERT BOBER

Assistant Secretary

STATE OF FLORIDA) COUNTY OF PINELLAS)

ON THIS 16th day of February, 2004, before me William K. Lovelace, the undersigned notary, personally appeared ROBERT BOBER, known to me, and who did take an oath, to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that he voluntarily executed the same for the uses and purposes herein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

My Commission Expires:

WILLIAM K, LOVELACE NOTARY PUBLIC - STATE OF PLORIDA COMMISSION # DD270491 EXPIRES 11/30/2007 BONDED THRU 1-858-NOTARY1