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SECRETARY OF STATE
SECRETARY OF

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Certified Public Accountants & Business Consultants

A Partnership Consisting of Professional Associations

Mailing address:

906 South State Road 19 Palatka, Florida 32177

Location:

South State Road 19 Palatka, Florida 32177

Phone:

(386) 325-4561

Fax:

(386) 328-1014

July 18, 2003

Division of Corporations P.O. Box 6327 Tallahassee, Fl 32314

RE: Amendment of Articles of Incorporations

Dear Sirs:

Attached are Articles of Amendment to Articles of Incorporation for All About The Curves, Inc.

Also please find enclosed a check in the amount of \$43.75 for the filing fee and one certified copy of the amendment.

If additional information is needed, please contact me at 386-325-4561. Mailing address is John D. Rowe, 108 Sunset Point, Palatka, Fl 32177.

Sincerely,

Davis, Monk & Co.

John D. Rowe, CPA, PA

Partner

JDR/bw

Enclosure

Members:

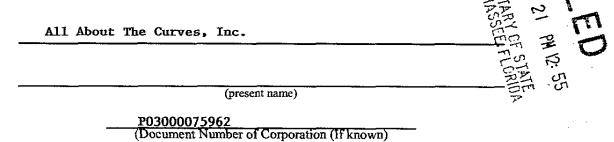
Accounting Firms Associated, Inc.

Florida Institute of Certified Public Accountants

American Institute of Certified Public Accountants

> Alliott Peirson International

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



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 II

- Title S., T. ερ
 John D. Rowe, Sr.
 108 Sunset Point Palatka, F1 32177
- 2. There will be no vice-president

PLEASE FEMOLE Misty D. Rowe & Sheika H. Rowe

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:

N/A

THIRD: T	he date of each amendment's adoption://1//03
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
Ц	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.
Signature_	Signed this 17th day of July 2003 (By the Chairman of 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)
	John D. Rowe
	(Typed or printed name)
	President & Chairman
	(Title)