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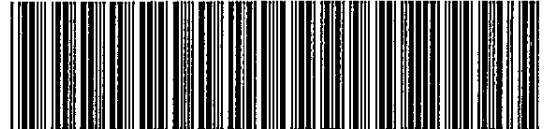
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04/18/05--01029--009 **43.75

Accounting Offices of
Antonio R. Lopez, CPA

Ocean Bank Building
782 NW Le Jeune Road
Suite 436
Miami, FL 33126
Ph (305) 448-3323
Fax (305) 448-3577
taxman1120@bellsouth.net

April 15, 2005

Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Lady:

Enclosed please find the Amendment to the Articles of Incorporation of **B F Fitness Corp.** as well as a check in the amount of \$ 43.75 to cover the filing fee and the certified copy fee. Please, record the document and mail back the filed copies to my office located at:

Antonio R Lopez, CPA
782 NW Le Jeune Rd
Suite 436
Miami, FL 33126

Thanking you for your time and consideration, I remain.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'A. Lopez', with a long horizontal flourish extending to the left.

encl.

AMENDMENT to the ARTICLES of INCORPORATION

of

B F Fitness Corp.

FILED
05 APR 18 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FL 32399

B F Fitness Corp. a corporation of the State of Florida, whose registered office is located at 6000 Glades Rd Suite 1153, Boca Raton FL 33431 certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said corporation called for the purpose of amending the Articles of Incorporation, and held on March 14, 2005, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote, which was sufficient for approval, that Article VIII of the Articles of Incorporation is amended to read as follows:

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have 3 directors. The number of directors may be increased or diminished from time to time as provided for by the Bylaws. The name and address of the directors of this corporation are:

**Maria B Guerra, President
211 SW 29th Rd
Miami, FL 33129**

**Maria L Pares, Vice President
211 SW 29th Rd
Miami, FL 33129**

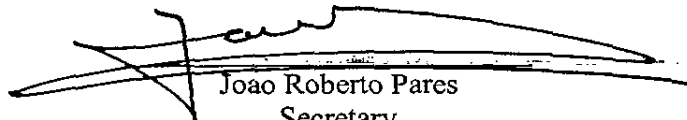
**Joao Roberto Pares, Secretary
211 SW 29th Rd
Miami, FL 33129**



Maria B Guerra
President



Maria L Pares
Vice President

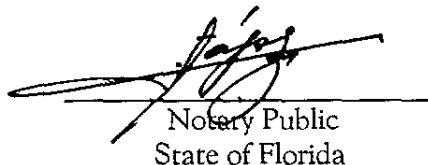


Joao Roberto Pares
Secretary

State of Florida
County of Dade,

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Maria B Guerra, Maria L Pares & Joao Roberto Pares** to me known to be the persons described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this March 14, 2005.



Notary Public
State of Florida



Antonio R Lopez
My Commission DD274839
Expires December 14, 2007