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FIVE STAR GYM CORP.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FIVE STAR GYM CORP.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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)

Directors shall now read as follows:

**ADD: VALENTINA TREJOS (AS PRESIDENT 51 %SHARES) 110 WASHINGTON AVE # C-U-2
MIAMI BEACH FL 33139**

DELETE: COTO JOEL (AS PVP) 10889 SHAPPER CREEK DR MIAMI FL 33173

**ADD: COTO JOEL (VICE-PRESIDENT : 49 % SHARES) 10889 SHAPPER CREEK DR MIAMI
FL 33173.**

New Registered Agent:

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: 08/05/2008

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 for each
Voting group entitled to vote separately on each amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by
_____"

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(voting group)

(x) 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 15 day of AUGUST, 2008

Signature

(By the chairman or Vice Chairman of the 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)

VALENTINA TREJOS

Typed or printed name

Valentina Trejos

PRESIDENT

Title

Having been named registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

Registered Agent Signature

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