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PRO-GYM, INC.

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Amend @ 10.12.07

(3)

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ARTICLES OF AMENDEMENT
TO
ARTICLES OF INCORPORATION
OF
PRO-GYM, INC.
(Present name)

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Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of incorporation:

FIRST:* *Amendment(s) adopted: indicated article number(s) being amended, added or deleted

ARTICLE VI
The board of Directors will be amended as follows:

MIRIAM ABREU RODRIGUEZ — **PRESIDENT/VICE-PRESIDENT**
1710 NW 7TH STREET SUITE: 201
MIAMI, FLORIDA. 33125

DELETE:
LESTER VALDIVIA
1710 NW 7TH STREET SUITE: 201
MIAMI, FLORIDA 33125

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ARTICLE VII
Shareholders will be amended as follows:

MIRIAM ABREU RODRIGUEZ — **100%**
1710 NW 7TH STREET SUITE: 201
MIAMI, FLORIDA. 33125

SECOND: If an amended 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: 10/11/2007

FOURTH: Adoption of amendment(s) (check one)

__X__ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

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_____ The amendment(s) was/were adopted 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

__________.
(Voting group)

___ The amendment(s) was/were adopted by the board of directors without shareholders 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 02ND day of October of 2007

Signature

Miriam Abreu Rodriguez
MIRIAM ABREU RODRIGUEZ/President

(By the chairman or Vice Chairman of the board of Directors, President or other officer if adopted by the shareholders)

Lester V
LESTER VALDIVIA/PRESIDENT

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