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To:

Division of Corporations

Fax Number : (850) 617-6380

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255

Phone : (305)634-3694 Fax Number : (305)633-9696

OR AMND/RESTATE/CORRECT OR O/D RESIGN

BAD BOY GYM, INC

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9/10/2009

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EMPIRE CORP KIT

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ARTICLES OF AMENDEMENT TO ARTICLES OF INCORPORATION OF BAD BOY GYM, INC

(Present name)

7040000 08 1025

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 I

The Name of the Corporation will be amended as follows:

NEW NAME:

POWER GYM, INC

ARTICLE V

The Principal Office Address will be amended as follows:

1710 NW 7TH STREET STE 202 MIAMI, FLORIDA. 35125

ARTICLE VI

The board of Directors will be amended as follows:

LESTER VALDIVIA 1710 NW 7TH STREET STE 202 MIAMI, FLORIDA, 33125 PRESIDENT/VICE-PRESIDENT

ARTICLE VII

Shareholders will be amended as follows:

LESTER VALDIVIA 1710 NW 7TH STREET STE 202 MIAMI, FLORIDA. 33125 100%

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SECOND: If an amended provides for an exchange, reclassification or cancellation of issued shures, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: <u>09/10/2009</u>

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.

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 10th day of September of 2009.-

Signature

LESTER VALDIVIA/President

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

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August 10, 2009

To: Florida Department of State Division of Corporations

RE: Authorization to release a Florida Profit Corporation

Name: THE POWER GYM, INC President Name: Maria E. Schweyer

FEIN: 26-0146243

Document No. 207000055842

Dear Sir or Madam,

I am writing to authorized the FLORIDA DEPARTMENT OF STATE /DIVISION OF CORPORATION to obtain the Corporate Name: THE POWER GYM, INC and release the same to: LESTER VALDIVIA, signing this document I am aware that this Corporation will no longer under my name and/or my husband RODOLFO SCHWEYER, and all activities with the Department of State will be conducted with Mr. VALDIVIA.

If you have any questions please feel free to contact me at: 786-287-1140 Thank you in advanced for you kind attention to this matter.

Sincerely,

MARIA E. SCHWEYER

RODOLFO SCHEYER

State of Florida County of Miami Dade

Sworn to and subscribed before me This 10th day of August of the year 2009

YAMATETS VARONA Notary Public State of Florida My Commission Expires:

Manager Williams

Ready Pages - Date of Process

Section - Date of Process

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