

P05000004288

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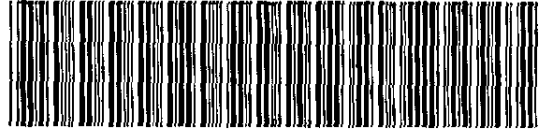
(Business Entity Name)

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*Amend*

02/07/05--01077--033 \*\*43.75

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05 FEB -7 AM 11:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ASR  
2/15/05*

**PK**  

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**PERRY & KERN, P.A.**  
ATTORNEYS AT LAW

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MARK A. PERRY  
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CHRISTY S. BERKS

PARALEGAL  
LEIGH MANERI

LEGAL ASSISTANT  
JENNIFER L. TORRENCE

February 4, 2005

**Via Federal Express**

Florida Department of State  
Division of Corporations  
403 E. Gaines St.  
P.O. Box 6327  
Tallahassee, FL 32314

RE: XPRESS FITNESS CLUBS, INC.


Ladies and Gentlemen:

Enclosed herewith please find an original and one photocopy of the Articles of Amendment of Articles of Incorporation regarding the above-referenced corporation. Also enclosed please find this firm's check in the amount of \$43.75 representing the filing fee and the \$8.75 for a certified copy.

If everything appears to be in order, please file the Amendment and return a certified copy to this office using the pre-addressed Federal Express envelope provided herewith for your convenience.

If you should have any questions, please do not hesitate to contact me. Your assistance in this matter is greatly appreciated.

Yours truly,

  
Jennifer L. Torrence  
Assistant to Keith D. Kern

:jlt  
Enclosures

**ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION OF  
XPRESS FITNESS CLUBS, INC. ORIGINALLY FILED WITH THE FLORIDA STATE DIVISION  
OF CORPORATIONS ON JANUARY 10, 2005 UNDER DOCUMENT NUMBER PD5000004288**

FILED  
05-21-05  
AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Section 607.1006, the undersigned corporation  
adopts the following Articles of Amendment to its Articles of Incorporation:

Article II – Principal Office/Mailing Address is hereby amended to read as follows:

The principal office of this corporation is 2027 Reston Circle, Royal Palm  
Beach, Florida 33411.

The mailing address of this corporation is PO Box 211962, Royal Palm  
Beach, Florida 33421.

The foregoing amendment was adopted by the Stockholders and Directors of the corporation  
on the 31 day of January, 2005.

The number of votes cast for the Amendment by the shareholders was sufficient for  
approval.

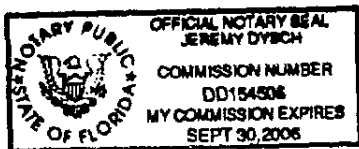
IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have  
executed these Articles of Amendment this the 31 day of January, 2005.

XPRESS FITNESS CLUBS, INC.

By: [Signature]  
GARY GARRAMONE, President/Secretary

STATE OF FLORIDA :  
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this the 31 day of JANUARY,  
2005 by GARY GARRAMONE, as President and Secretary, of Xpress  
Fitness Clubs, Inc., who is personally known to me or who has provided \_\_\_\_\_  
as identification.



[Signature]  
Notary Public - State of Florida

JEREMY DYCK  
Printed name of Notary Public

My Commission Expires: