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06 JUN 26 PM 1:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps 13/04
nc

Ms. Diane M. Donnelly
Coast to Coast Fitness, Inc.
12050 5th Street East
St. Petersburg, FL 33706

May 25, 2006

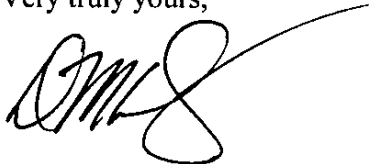
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Coast to Coast Fitness, Inc.

Dear Sir or Madam:

Enclosed please find the original Amendment to Articles of Incorporation and Consent in Lieu of Special Meeting of Board of Directors, together with a check in the amount of \$35.00. This represents the filing fee for Coast to Coast Fitness, Inc.

Very truly yours,

A handwritten signature in black ink, appearing to be 'DMD', with a long, sweeping horizontal line extending to the right.

Ms. Diane M. Donnelly
Coast to Coast Fitness, Inc.

Enclosures

check stapled here

FILED
06 JUN 26 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment to the
ARTICLES OF INCORPORATION of COAST TO COAST FITNESS, INC.

The undersigned director of Coast to Coast Fitness, Inc. hereby amends the Articles of Incorporation of the Corporation to read as follows:

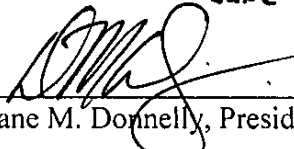
ARTICLE I - CORPORATE NAME

The name of the corporation is Strategically Speaking, Inc.

The amendment was adopted by the shareholders and board of directors on May 1, 2006.

All other Articles contained in the Articles of Incorporation remain unchanged.

IN WITNESS WHEREOF, the undersigned director has amended these Articles of Incorporation this 20th day of June, 2006.

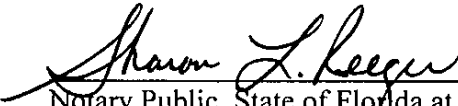


Diane M. Donnelly, President

STATE OF FLORIDA)
COUNTY OF JEFFERSON)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Diane M. Donnelly, known to me to be the person who amended the foregoing Articles of Incorporation, and who acknowledged before me that she amended these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 20th day of June, 2006.



Notary Public, State of Florida at Large
My Commission Expires:

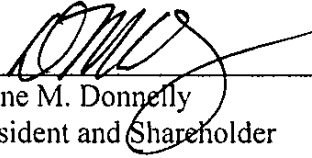


**CONSENT IN LIEU OF SPECIAL MEETING
OF BOARD OF DIRECTORS AND SHAREHOLDERS OF
COAST TO COAST FITNESS, INC.**

The undersigned, shareholders and Directors of Coast to Coast Fitness, Inc. (the "Corporation"), or subsequently elected, acting without meeting pursuant to the Florida General Corporation Act, hereby consent to and unanimously ratifies the following action taken by the Corporation as hereafter stated:

The name of the Corporation shall hereby be changed to and hereinafter be known as Strategically Speaking, Inc.

Dated: May 1, 2006



Diane M. Donnelly
President and Shareholder