Florida Department of State Division of Corporations

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Division of Corporations

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Account Name : INCORPORATETIME.COM, INC.

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Account Number : I19990000221 : (631)218-1510

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BASIC AMENDMENT

CALLAHAN FITNESS CENTER INC.

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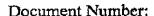
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Callahan Fitness Center Inc.



P05000117303

Pursuant to the provisions of section 607.1006, Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendment(s) adopted:

Article VII: The initial officers and directors of the corporation are:

P/D/VP/T/S: Linda Jones 19851 Nolan Jones Rd Hilliard, FL 32046

If an amendment provides for an exchange, reclassification or cancellation SECOND: 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: August 23. 2005

FOURTH:

Adoption of Amendment(s)

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

Signed this 30th day of Septmeber, 2005

Signature:

Linda Jones, President