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(Requestor's Name)

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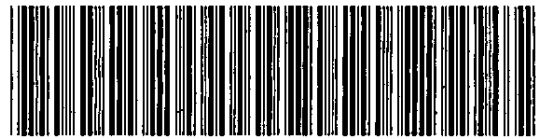
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FILED  
2008 JUN 16 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
Tewis  
6-17-08

**Howitt & Associates, Inc.  
Accounting & tax Service  
3333 W commercial Blvd.  
Suite 110  
Ft. Lauderdale, Florida 33309  
(954) 735-7178**

June 13, 2008

Division of Corporations  
Amendment Section  
P O Box 6327  
Tallahassee, Fl. 32314

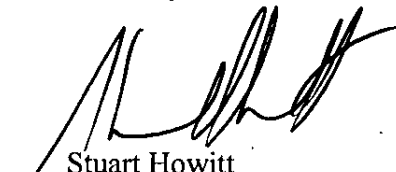
Dear Sir,

Enclose is an Amendment to the SWEATBOX GYM, INC. as well as, a check for \$35.00 to cover the cost of Filing.

Please return a copy to me at the above address so that I may advise my client, and have a copy for the records. I will see that the client receives a copy also. Should you have any questions, feel free to contact me.

Thank you for your assistance.

Sincerely,



Stuart Howitt  
Enrolled Agent

**AMENDMENT NO. I**  
**TO THE ARTICLES OF INCORPORATION OF**  
**SWEATBOX GYM, INC.**

**FILED**  
**2008 JUN 16 PM 1:03**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

SWEATBOX GYM, INC a Florida Corporation, under its corporate seal and the hands of its President, hereby certifies that:

Upon the proposal of the Board of Directors of the corporation, the following resolution was duly and unanimously adapted by the Board of Directors and by all holders of the outstanding shares of common stock of the corporation. Being all holders of authorized and issued stock of the corporation, by written instrument dated June 13, 2008, to wit.

Resolved that, effective on the date of filing with the Secretary of State, State of Florida, the Articles of Incorporation of SWEATBOX GYM, INC., which were approved and filed in the office of the Secretary of State, State of Florida, on January 24, 2008 be amended by striking the following articles of the Articles of incorporation which presently read as follows:

**Article VII.**

**Directors**

This corporation shall have three Directors initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

MICHAEL J. FOX  
319 SW 20 STREET  
FT LAUDERDALE, FL. 33315

AND

SAMUEL P. OFFOLTER  
5340 CYPRESS ROAD  
PLANTATION, FL. 33317

AND

LENOARD BYAM  
13792 NW 19 STREET  
PEMBROKE PINES, FL 33028

And by substituting therefore the following:

**Article VII.**

**Directors**

This corporation shall have two directors. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The names and addresses of the Directors of this corporation are:

MICHAEL J. FOX  
319 SW 20 STREET  
FT LAUDERDALE, FL. 33315

AND

SAMUEL P. OFFOLTER  
5340 CYPRESS ROAD  
PLANTATION, FL. 33317

**IN WITNESS WHEREOF**, said Corporation has caused the Amendment No.1 to be signed in its name by its President this 13 day of June, 2008

( Corporate Seal )

By [Signature] President  
Witness [Signature]

State of Florida     )  
                                  SS  
County of Broward    )

I Hereby Certify, that on the 13 of June, 2008, the foregoing Amendment No.1 to the Articles of Incorporation of SWEATBOX GYM, INC., acknowledged before me.

My Commission Expires:

[Signature]  
Notary Public  
