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FITNESS CLUB USA INC.**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FITNESS CLUB USA INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 7 of the Articles of Incorporation of FITNESS CLUB USA INC. states:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each having the par value of **ONE CENT (\$.01)**.

SECOND: The corporate capitalization of FITNESS CLUB USA INC. will be amended to state:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each having the par value of **TEN DOLLARS (\$10.00)**.

THIRD: The date of the adoption of this amendment is the 19 November 2014.

FOURTH: The Amendment was approved by the Shareholders. The number of votes cast for the Amendment was sufficient for approval.



SPIEGEL & UTRERA, P.A.

LAWYERS

www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700
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FIFTH: This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 19 November 2014

Sergey Kabanov
Sergey Kabanov, Chairman of the Board of
Directors



SPIEGEL & UTRERA, P.A.

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