

BioFitness Systems, Inc.
Post Office Box 337
Pompano Beach, FL 33061
954-973-0762

P93000067895

Division of Corporations
Attn: Amendments Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: BioFitness Systems, P93000067895
Articles of Amendment to the Articles of Incorporation

700003107297-1
-01/24/00--01009--005
*****43.75 *****43.75

Dear Sirs,

Enclosed, please find a corporate check in the amount of \$43.75 to cover the filing and certification fees for the Articles of Amendment to the Articles of Incorporation of BioFitness Systems, Inc.

Should you have any questions in this matter please contact me at the above address and phone number.

Sincerely,



Steven R. Zeigman
As Chairman of The Board and President
BioFitness Systems, Inc.

FILED
00 JAN 21 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P93000067895
Amend 1-21-00
JZG
Cubley
ay

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BIOFITNESS SYSTEMS, INC.

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

FIRST: No change.

SECOND: There shall be three (3) classes of Stock, Common with full voting privileges, Common Preferred, with limited voting privileges and Preferred with no voting privileges.

There shall be 1000 shares of Common stock (voting) with an individual par value of \$1.00, United States Dollars.

There shall be 10,000,000 shares of Common preferred (limited voting) stock with an individual par of .0001 United States dollars.

There shall be 100,000,000 shares of preferred (non-voting) stock with an individual par value of .000001 United States Dollars.

THIRD: The effective date of these forgoing amendments shall be January 1, 2000.

FORTH: The amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 17th day of January, 2000



Steven R. Zeigman as Chairman of the Board and President, BioFitness Systems, Inc.

FILED
00 JAN 21 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA