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**FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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NAME: HEALTH & NUTRITION SYSTEMS INTERNATIONAL, INC.

AUDIT NUMBER.....H97000001424

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0 PAGES..... 1

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SECOND JUDGE
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Linda.

01-25-97 04:03AM

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01/24/97 16:49 Fl. Dept. of State p1 /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 24, 1997

HEALTH & NUTRITION SYSTEMS INTERNATIONAL, INC.
3750 INVESTMENT LANE
5
WEST PALM BEACH, FL 33404US

SUBJECT: HEALTH & NUTRITION SYSTEMS INTERNATIONAL, INC.
REF: P93000073807

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000001424
Letter Number: 297A00003764

JAN 24 4:10 PM '97

Thanks

01-25-97 04:03AM

TO 19049224000

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FAX AUDIT #H97000001424

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 JAN 24 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HEALTH & NUTRITION SYSTEMS INTERNATIONAL, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

First: The name of the corporation is Health & Nutrition Systems International, Inc.

Second: The following provision of the Articles of Incorporation of Health & Nutrition Systems International, Inc., a Florida Corporation, filed with the Secretary of State on October 25, 1993, as amended on December 22, 1994, is hereby further amended as follows:

Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and is amended to read as follows:

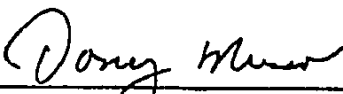
"ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 30,000,000 shares of common stock, par value \$.001 per share."

Third: The foregoing amendment of the Articles of Incorporation was adopted as of the 20th day of January, 1997, by written consent of all of the members of the Board of Directors and approved by written consent of the holders of a majority of the outstanding stock of the corporation as of the 20th day of January, 1997, and the number of votes was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of the 23rd day of January, 1997, and does hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation are true and correct.

Health & Nutrition Systems International, Inc.

By: 
Tony Musso, President

FAX AUDIT #H97000001424
John G. Igoe, Esq.
Florida Bar No. 396184
Edwards & Angell
250 Royal Palm Way
Palm Beach FL 33480
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