

# P94000011147

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## BASIC AMENDMENT

**TODD'S HEALTH & FITNESS PRODUCTS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

*Amendment*  
10-9-01

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TODD'S HEALTH & FITNESS PRODUCTS, INC.

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The undersigned, President and Secretary of TODD'S HEALTH & FITNESS PRODUCTS, INC., a Florida corporation, hereby certify that the following resolutions were adopted by the unanimous written consent of all of the directors and stockholders of the Corporation, by corporate action effective as of 4 October, 2001.

RESOLVED, that a new Article XIV, entitled Transfer of Shares, shall be created to read as follows:

"ARTICLE XIV

TRANSFER OF SHARES

No Shareholder may transfer or assign his shares in the Corporation except with the written consent of the Corporation and all the Shareholders entitled to vote. All of the Shareholders and the Corporation may enter into an agreement relating to the transfer of shares. The Corporation shall have the option, but not the obligation, to purchase the shares of a Shareholder whose shares have been involuntarily assigned for the "net book value" of such shares for Federal tax purposes on the date of such involuntary assignment. No assignee shall have the right to vote his assigned shares unless such assignment has been approved by all of the Shareholders and the Corporation."

Prepared by: Robert M. Kramer, Bar No. 181940, 4000 Hollywood Blvd., # 485 S.  
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RESOLVED, that a new Article XV, entitled Distribution, shall be created to read as follows:

**"ARTICLE XV  
DISTRIBUTION**

No distribution to a Shareholder shall be permitted unless consented to by the Board of Directors and all Shareholders entitled to vote."

RESOLVED, that a new Article XVI, entitled Reorganization, Liquidation, Sale of Assets, Etc., shall be created to read as follows:

**"ARTICLE XVI  
REORGANIZATION, LIQUIDATION, SALE OF ASSETS, ETC.**

No reorganization, liquidation, dissolution, sale of substantially of all assets, etc. shall be permitted unless approved by the Board of Directors and all Shareholders entitled to vote."

RESOLVED, that a new Article XVII, entitled Amendment, shall be created to read as follows:

**"ARTICLE XVII  
AMENDMENT**

The Articles of Incorporation and the Bylaws shall not be subject to amendment except with the consent of all the Shareholders entitled to vote and the Board of Directors."

RESOLVED, that Article XII, shall be deleted its entirety.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Amendment this 4th day of October, 2001 and have attached the corporate seal hereto.

TODD'S HEALTH & FITNESS PRODUCTS, INC.

BY: 

TODD LLERAS, President and Secretary