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CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-1441

NAME: NAUTILUS FITNESS AND AEROBICS, INC.

AUDIT NUMBER.....H98000003432

DOC TYPE.....BASIC AMENDMENT

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**ARTICLES OF AMENDMENT**

**TO**

**ARTICLES OF INCORPORATION**

**OF**

**NAUTILUS FITNESS AND AEROBICS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I - CHANGE OF NAME**

Article I is amended to change the name of the corporation. The name of the corporation is hereby changed to **SNAPDRAGON II, INC.**

**ARTICLE II - DATE OF ADOPTION**

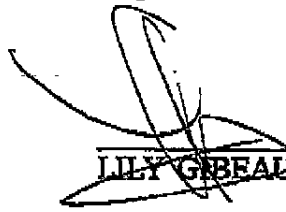
The date of the amendment's adoption is February 19, 1998.

**ARTICLE III - ADOPTION**

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 19th day of February, 1998.

Blumberg & Excelsior  
62 White St  
NY, NY 10013  
212-431-5000

  
\_\_\_\_\_  
LILY GBEAULT, President

H98000003432