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BASIC AMENDMENT

BODY ALIVE HEALTH & FITNESS PRODUCTS CORP.

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12/11/2003

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TALLAHASSEE. FLORIDA

(((H03000334154))) Articles of Amendment to Articles of Incorporation of BODY ALIVE HEALTH & FITNESS PRODUCTS CORP. (Name of corporation as currently filed with the Florida Dept. of State) (Document number of corporation, if known) Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its articles of incorporation: NEW CORPORATE NAME (if changing): (must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.") AMENDMENTS ADOPTED- Indicate Article Number(8) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC) WE WILL ADD ZORAYA ABRAHAM AS PRESIDENT AND JORGE GUTIERREZ AS VICE PRESIDENT (Attach additional pages if necessary) If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

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THRD: The	e date of each amendment's adoption:
FOURTH: /	Adoption of Amendment(s) (CHECK ONE)
Te/	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for appurous.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group amilied to vote suparately on the amendment(s):
	"The number of votes east for the amendment(s) was/were sufficient for approval by
. 13	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
E3	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this
	CUPPENT PRESIDENT (Title of person algoring)