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TO: DIVISION OF CORPORATIONS

S

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MASSAGE EXPRESS, INC.

AUDIT NUMBER...... H97000014179 DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

PAGES.....

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ARTICLES OF AMENDMENT

COL

OF MASSAGE EXPRESS, INC. (present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I. NAME

Name of Corporation is hereby changed to:

MASSAGE X-PRESS COMPANY

Address of principal office of Corporation is hereby changed to:

1729 E. COMMERCIAL BLVD. BOX 226 FT LAUDERDALE, FL 33334

ARTICLE VI. OFFICERS AND DIRECTORS

Sole officer and director, Adam Shuman's address is hereby changed to:

1729 E. COMMERCIAL BLVD. BOX 226 FT LAUDERDALE, FL 33334

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not

contained in the amendment itself, are as follows:

SCOTT E TILLEM 10 FAIRWAY DR. SUITE 219 DEERFIELD BEACH, FL 33441 (954) 725-0720

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THIRD:		The date of each amendment's adoption: August 26, 1997						
FOURTH:		Adoption of Amendment(s) (check one)						
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.							
	The am	nendment(s) was/were approved by the shareholders through voting groups.						
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):								
		"The n	umber of al by		or the amendmen	t(s) was/were	sufficien	n for
				(voting	group)			
	The ame	ndment(:	iolder acti s) was/we	on was not:	ov the incomorate			
	Sig	ned this_	25th	day of	August	, 19	97	
		(By	the Chain sident or or (By	a director i an incorpor ADAM Typed	Chairman of the B adopted by the sh OR fadopted by the cOR ator if adopted by SHUMAN or printed name	areholders) directors)	•	
					sident			
					Citle			