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June 11, 1999

FILED  
99 JUN 16 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State - Division of Corporations  
Amendment Section  
P. O. Box 6327  
Tallahassee, FL 32314

**RE: Bonita Gym, Inc.**

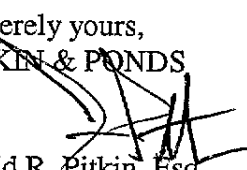
Dear Sir or Madame:

Enclosed please find an original and copy of the Articles of Amendment to Articles of Incorporation and Statement of Change of Registered Office or Registered Agent, or Both to be filed with your office, along with a check in the amount of \$105.00 made payable to the Secretary of State (\$70.00 for filing the Articles of Amendment and \$35.00 for filing the Statement of Change of Registered Agent). Please return confirmation of said filings to me. A postage prepaid envelope has been enclosed for your convenience.

Thank you for your assistance in this matter.

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-06/16/99--01042--010  
\*\*\*\*105.00 \*\*\*\*35.00

Sincerely yours,  
PITKIN & PONDS

  
Jerald R. Pitkin, Esq.

JRP/alj  
Enclosures

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*Amend*

V. SHEPARD JUN 22 1999

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
BONITA GYM, INC.

FILED  
99 JUN 16 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to the Articles of Incorporation.

1. ARTICLE IX - OFFICERS AND DIRECTORS is hereby amended to read as follows:  
"This corporation shall have one (1) officer and one (1) director. The names and street addresses of the director(s) and officer(s), who shall hold office for the first year of the corporation, or until a successor is elected or appointed is:

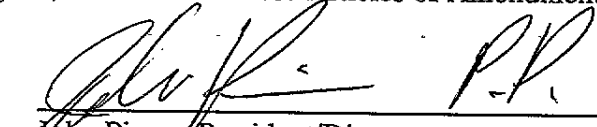
John Pierce  
9110 Bonita Beach Road  
Bonita Springs, Florida 34135

Director/President/Secretary/Treasurer

3. The foregoing Amendment to the Articles of Incorporation was approved by unanimous consent of the Shareholders and Directors, and adopted by the Shareholders and Directors entitled to vote, on the 11<sup>th</sup> day of May, 1999 in the manner prescribed by the Florida Corporation Act.

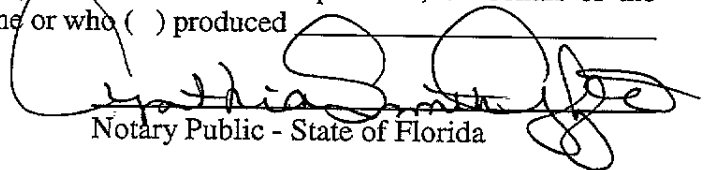
4. The above amendment shall be effective immediately upon filing with the Department of State of the State of Florida.

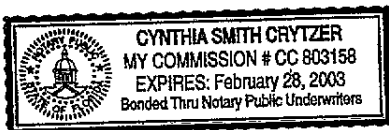
IN WITNESS WHEREOF, I, the undersigned, has executed these Articles of Amendment on this 11<sup>th</sup> day of May, 1999.

  
John Pierce/President/Director

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 11 day of May, 1999 by John Pierce, President of Bonita Gym, Inc., a Florida corporation, on behalf of the corporation, who is  personally known to me or who ( ) produced \_\_\_\_\_ as identification.

  
Notary Public - State of Florida



Printed Name of Notary  
My Commission Expires: