

P96000099320

Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Document# P96000099320
EIN# 59-3415171

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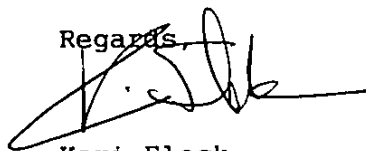
Dear Sirs:

Please find the attached amendment to the Articles of Incorporation for "Ultimate Fitness Center for Personal Exercise Instruction, Inc.". Enclosed is payment for the filing fee of \$35.00. Direct any correspondence relating to this matter to:

Baye Fitness Systems, Inc.
Att: Kari Fleck
400 West New England Avenue
Suite #7
Winter Park, Florida ~~3709~~ 32789

(407) 629-0004

Regards,



Kari Fleck
Treasurer

SECTION 11
DIVISION 1
97 APR -7 AM 8:26

PC
APR 8 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 AM 8:26

AMENDMENT TO ARTICLES OF INCORPORATION

Pursuant to Florida Statutes 607.1006, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation. The undersigned, who are all of the members of the Board of Directors, hereby consent to the following as the action of the Board as of the date when the latter of us signs this amendment.

A meeting of the Board of Directors, Andrew Baye and Peter Fleck was held on the 6th day of March, 1997.

RESOLVED, A motion was made as follows, to change the name of this Florida Corporation known as "Ultimate Fitness Center for Personal Exercise Instruction, Inc." to "Baye Fitness Systems, Inc."

The amendment did not reflect an exchange, a reclassification or cancellation of issued shares.

RESOLVED, The amendment was adopted unanimously by the board of directors without shareholder action and shareholder action was not required.

Signed this 7 day of March, 19 97 by Andrew Baye
Andrew Baye/President/Director

Signed this 7 day of March, 19 97 by Peter Fleck
Peter Fleck/V. President/Director