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P97000016067

September 24, 1997

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

RE: Windermere 1 - On - 1, Inc.
Document Number: P97000016067

100002306291---1
-09/29/97--01122--003
*****35.00 *****35.00

To Whom It May Concern:

Enclosed please find an Articles of Amendment to the above-named corporation duly executed by Stacey R. Ferrari as Director/Registered Agent of the above-named corporation along with a check in sum $35.00 as your fee for making the Amendment so indicated on the enclosed form.

Thank you for your attention to this matter, and, please return a copy of this letter so enclosed indicating your receipt of same in the enclosed envelope.

97 SEP 29 AM 10: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

Sincerely yours,

LYNN WALKER WRIGHT, P.A.

Mary T. Bradtke

Mary T. Bradtke
Assistant to LYNN WALKER WRIGHT

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:mtb
Enclosure
corp\ferrari.sec

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

WINDERMERE 1-ON-1, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, 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

The name of the corporation is FERRARI FITNESS SYSTEMS, INC.

APPROVED AND FILED

97 SEP 29 AM 10:59

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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:

THIRD: The date of each amendment's adoption: September 17 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 amendment(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 number of votes cast for the amendment(s) was/were sufficient for approval by ______________________."
(voting group)

- [ ] The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- [ ] The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

Signed this 17th day of September, 19 97.

Signature Stacey R. Ferrari
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Stacey R. Ferrari
Typed or printed name

Director / Registered Agent
Title