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**RUDEN
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July 24, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment to the Articles of
Incorporation Of Longwood Athletic Club, Inc.

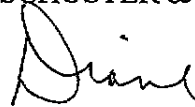
Dear Sir or Madam:

Enclosed herewith, please find the original executed Articles of Amendment to the Articles of Incorporation of Longwood Athletic Club, Inc. Kindly file this document with the Corporate Filings. We enclose our Trust Account Check No.: 7356 in the amount of \$35.00 representing the filing fees for same.

Should you have any questions, please do not hesitate to contact our offices.

Sincerely,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.



Diane L. DeRome
Post Closing Paralegal

/dxb

Enclosure

FILED
03 JUL 28 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
LONGWOOD ATHLETIC CLUB, INC.

1. Pursuant to Florida Statute 607.1006, LONGWOOD ATHLETIC CLUB, INC. hereby adopts the following Articles of Amendment to its Articles of Incorporation:

A. The name of the corporation is hereby changed to LAC HOLDINGS, INC.

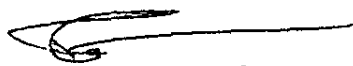
2. The Amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

3. The Amendment was adopted on the 23rd day of July, 2003.

4. The Amendment was approved by a vote of shareholders sufficient for approval in accordance with the corporation's Articles of Incorporation and Bylaws. Only one voting group was entitled to vote on the Amendment.

Dated this 23rd day of July, 2003.

ATTEST:



Robert Kramer, Secretary

LONGWOOD ATHLETIC CLUB, INC.




By:

Robert Kramer, President

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF SARASOTA

This instrument was acknowledged before me this 24th day of July 2003, by Robert Kramer, as President and Secretary of LONGWOOD ATHLETIC CLUB, INC., who is personally known to me.


Notary Public
Print Name:

My Commission Expires:

