

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Amendment

1.) L. A. Fitness, Inc.
(CORPORATE NAME & DOCUMENT #)

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2.) _____
(CORPORATE NAME & DOCUMENT #)

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10.) _____
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
L. A. FITNESS, INC.

FILED
97 MAR 31 PM 1:43
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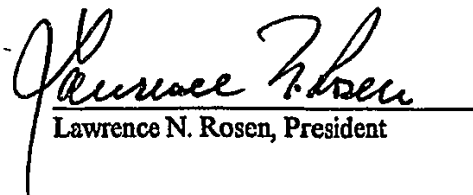
1. The name of this corporation is L. A. FITNESS, INC. (the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

ARTICLE I - NAME

The name of this corporation shall be L. A. FITNESS - FLORIDA, INC. (the "Corporation").

3. This Amendment was recommended by the Board of Directors to the Corporation's stockholders on March 28, 1997.
4. This Amendment was approved by the holders of all of the Corporation's common stock on March 28, 1997, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

The undersigned has executed these Articles of Amendment on this 28th day of March, 1997.


Lawrence N. Rosen, President