



P97000064590

ACCOUNT NO. : 072100000032

REFERENCE : 654403 81444A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 31, 1997

ORDER TIME : 10:22 AM

ORDER NO. : 654403-005

800002387009--1
-12/31/97--01035--016
*****35.00 *****35.00

CUSTOMER NO: 81444A

CUSTOMER: John Latshaw, Jr., Esq
Patterson Bond & Latshaw, P.A.
Suite A
3010 S. Third Street
Jacksonville, FL 32250

DOMESTIC AMENDMENT FILING

NAME: THE BODY SHOP GYM, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 31 PM 2:16

APPROVED
AND
FILED

Handwritten: P97000064590 NC 388
Stamp: 97 DEC 31 AM 11:31
Text: DEPARTMENT OF REVENUE
12-31-97

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE BODY SHOP GYM, INC.

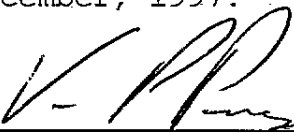
Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The Articles of Incorporation are amended to reflect that the corporation has corrected its name from "THE BODY SHOP GYM, INC." to "THE BODYSHOP GYM, INC."

SECOND: The date of the amendment's adoption is December 29, 1997.

THIRD: The amendment is adopted by the Board of Directors without shareholder action, and shareholder action was not required.

Signed this 29th day of December, 1997.



Vincent P. Pannozzo, President

Attest:



Vincent P. Pannozzo, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared VINCENT P. PANNOZZO, as Secretary and President of THE BODY SHOP GYM, INC., personally known to me to be the individual described in and who executed the foregoing instrument or who produced _____ as identification and who (did/did not) take an oath, and who acknowledged the execution thereof to be his own free act and deed.

WITNESS my hand and seal this 29th day of December, 1997.



JOHN H. LATSHAW JR.
My Commission CC383295
Expires Jun. 15, 1998

[Signature]
Notary Public, State of Florida

My Commission Expires:

June 15, 1998

WPDOCS\Corp\BodyShop\Articles.Amd

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 31 PM 2:16

APPROVED
AND
FILED