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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HEALTH PALACE NUTRITION CENTER & (Corporation Name) (Document #)

2. CAFE INC. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

Walk in Pick up time 2.00 Certified Copy
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-08/31/00--01032--022
*****35.00 *****35.00

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|---------------------------------------|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

G. COULLETTE AUG 31 2000

RECEIVED
00 AUG 31 AM 10:54
DIVISION OF CORPORATIONS
Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HEALTH PALACE NUTRITION CENTER & CAFE INC.

(PRESENT NAME)

PURSUANT TO THE PROVISIONS OF SECTION 607,1006, FLORIDA STATUTES, THIS CORPORATION ADOPTSS FTHE FOLLOWING ARITCLES OF AMENDMENT TO ITS ARTICL OF OF INCORPORATION:

FIRST: AMENDMENT(S) ADOPTED: (INDICATE ARICLE NUMBER(S) BEING AMENDED ADDED OR DELETED)

ARTICLE IV *Directors*

WAS: SIDNEY ARVELO
WAS: MIRTHALINA ARVELO

PRESIDENT
VICE-PRESIDENT

NOW: LIGIA DE ARVELO

PRESIDENT.

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SECOND: IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICAATION 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: 06/08/98

FOURTH: ADOPTION FO AMENDMENT(S) (CHECK ONE)\

* 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 SEPRATELY ON THE AMENDMENT(S)

"THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY _____"
(VOTING GROUP)

* THE AMENFMNT(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.

SIGNED THIS 29 DAY OF AUG 2000.

SIGNATURE Ligia de Arvelo

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder(s))

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

LIGIA DE ARVELO

Typed or printed name

PRESIDENT

Title