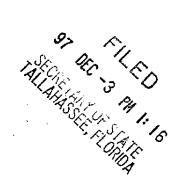
Parolyn M. Req	1000088607 uestor's Name
TAU. Fl City/State/2	Address  . 323 03 \$14-172/  Zip Phone #  Office Use Only
1. ————————————————————————————————————	ration Name)  (Document #)
	Pick up time Certified Copy  Will wait Photocopy Certificate of Status
Profit NonProfit Limited Liability Domestication Other  OTHER FILINGS Annual Report	AMENDMENTS  Amendment  Resignation of R.A., Officer/ Director  Change of Registered Agent  Dissolution/Withdrawal  Merger  Availability  REGISTRATION/ The er  QUALIFICATION
Fictitious Name Name Reservation	Foreign  Limited Partnership  Reinstatement  Acknowledgement  Trademark  Other  Examiner's Initials





Fitness World, Inc.	· · · · · · · · · · · · · · · · · · ·
,··	
(present name)	

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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)

See Attached

**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: T	the date of each amendment's adoption: 11-06-97
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
ū	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"
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Œ.	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
S	igned this 3 <sup>rd</sup> day of Becember, 19 <u>97</u> .
Signature _	Lardy M. Barre
	(By the Chairman of 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)
	Carolyn M. Bowen Typed or printed name
	President-ilhorporator

## ARTICLE VII

## Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall have the preemptive right to purchase any new stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.