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FILED

01 MAY -7 PM 2:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 140547 4803290

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 35.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
MAY 7 2001
TALLAHASSEE, FLORIDA

ORDER DATE : May 4, 2001

ORDER TIME : 10:06 AM

ORDER NO. : 140547-005

CUSTOMER ID: 4803290

CUSTOMER: Mr. Joshua E. Davis
Kramer Levin Naftalis &
919 Third Avenue

New York, NY 10022-3903

500004138725--4

DOMESTIC AMENDMENT FILING

NAME: CHANGES INTERNATIONAL, INC.

EFFECTIVE DATE:

NC
5-7-01
PH

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CHANGES INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A FLORIDA CORPORATION

The undersigned corporation adopts these Articles of Amendment to its Articles of Incorporation:

1. Article I of the Articles of Incorporation of Changes International, Inc., a Florida corporation, is hereby amended to read as follows:

ARTICLE I

NAME

The name of the corporation is: "Twinlab Direct, Inc."

2. The foregoing Amendment is made and adopted as of the date hereof by the sole shareholder and board of directors of the corporation pursuant to a Unanimous Consent Action, a copy of which is attached hereto.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed these Articles of Amendment as of this 17th day of April, 2001.

Changes International, Inc.

By: Ross Blechman
Ross Blechman
Chairman and President

ATTEST:

By: Philip M. Kazin
Philip M. Kazin
Secretary

STATE OF New YORK)
COUNTY OF SUFFOLK)

On April 17, 2001, before me, the undersigned, a notary public in and for said State, personally appeared Ross Blechman known to me to be the CEO of, TWIN LABORATORIES, Inc the corporation that executed the within instrument, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws and a resolution of its board of directors.

WITNESS my hand and official seal.

Rose Schoenfeld
Notary Public

ROSE SCHOENFELD
NOTARY PUBLIC, State of New York
No. 4667147, Suffolk County
Commission Expires July 31, ~~2002~~

CONSENT ACTION OF THE SOLE SHAREHOLDER
AND THE BOARD OF DIRECTORS
OF
CHANGES INTERNATIONAL, INC.

The undersigned, being the sole shareholder and all the members of the board of directors of Changes International, Inc., a Florida corporation, do hereby adopt the following resolutions, effective as of April 17, 2001:

RESOLVED, that the Articles of Incorporation of the Corporation be, and they hereby are, amended to change the name of the Corporation to Twinlab Direct, Inc. and the President and Secretary of the Corporation are authorized, empowered and directed to execute and file an amendment to the Articles of Incorporation of the Corporation to accomplish this purpose; and

FURTHER RESOLVED, that the President and Secretary of the Corporation are authorized to take all further action and to execute and deliver all such further documents, in the name and on behalf of the Corporation, and to pay such expenses as in their judgment shall be necessary, proper or advisable in order to fully carry out the intent and to accomplish the purposes of the foregoing resolution.

[SIGNATURE PAGE FOLLOWS]

This consent action may be executed in any number of counterparts, each of which when so executed, then delivered or transmitted by telefax or electronic mail, shall be deemed an original and all of which taken together shall constitute but one and the same instrument.

DIRECTORS:

Ross Blechman
Ross Blechman

Neil Blechman
Neil Blechman

Dean Blechman
Dean Blechman

Brian Blechman
Brian Blechman

Steve Blechman
Steve Blechman

SOLE SHAREHOLDER:

TWIN LABORATORIES INC.

By: Ross Blechman
Chairman, CEO and President