

P 97000099717

Fitness Frontiers, Inc.
3850 S. W. 87th Avenue, Suite #307
Miami, Florida 33165
Phone: (305) 207-7100
27 May 1998

FILED
98 MAY 29 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee
Florida 32314
Phone: (904) 487-6050

000002540920--2
-05/29/98--01071--005
*****96.25 *****96.25

To Whom It May Concern:

In compliance with Florida Statutes, Section 607.0120, enclosed please find Articles of Amendment for Fitness Frontiers, Inc. Also enclosed please find check number 2340 for the amount of \$96.25 to cover the charges for the filing fee for the articles of amendment, for one certified copy of the amendment, and for one certificate of status. The return address and telephone number for Fitness Frontiers, Inc. is in the heading above.

Sincerely,

Laura Jean Gelber

Laura Jean Gelber
Vice President

AM
OEB
6/5

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FITNESS FRONTIERS, INC.
Document Number P97000099717

FILED
98 MAY 29 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the above referenced Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

"Article III: Shares." is hereby amended to read: The number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000 shares of voting common stock.

SECOND:

There being no issued shares of non-voting preferred stock, allocation of the 10,000 shares of non-voting preferred stock is hereby deleted.


THIRD:

The date of the adoption of these Articles of Amendment is May 27, 1998.

FOURTH:

This Articles of Amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 27th day of May 1998:


John W. DiFede, President and Director


Laura Jean Gelber, Vice President and Director