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WILLIAM W. GAY (1919 - 1993)  
SEYMOUR A. GORDON  
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July 16, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Active Lifestyle Development Corporation

Gentlemen:

000002593200--5

-07/20/98--01087--007

I am enclosing the following:

\*\*\*\*\*35.00 \*\*\*\*\*35.00

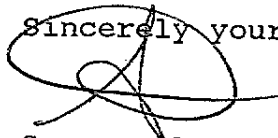
(1) Articles of Amendment to Articles of Incorporation of Active Lifestyle Development Corporation, for filing.

(2) Check made payable to Dept. of State in the amount of \$35.00, which represents the filing fee for Articles of Amendment.

Please process this document and forward a copy of the filed Articles of Amendment to my office.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,



Seymour A. Gordon

SAG/sa  
Enclosures

FILED  
98 JUL 20 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend.

7-21-98

CC

FILED  
98 JUL 20 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ACTIVE LIFESTYLE DEVELOPMENT CORPORATION

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: "ARTICLE XIII" of the Articles of Incorporation is hereby amended to read:

ARTICLE XIII  
INITIAL DIRECTORS

The names and post office addresses of the member of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
STEVEN R. GORDON	2830 Scherer Drive N., #310 St. Petersburg, FL 33716
ALAN GORDON	2830 Scherer Drive N., #310 St. Petersburg, FL 33716

SECOND: "ARTICLE XIV" is hereby added to the Articles of Incorporation, and shall read as follows:

ARTICLE XIV  
INITIAL OFFICERS

The officers who are to conduct the business of the corporation and serve as such until the next annual election of officers, or until their successors are duly elected and qualify, shall be as follows:

President:	STEVEN R. GORDON
Executive Vice President:	ALAN GORDON
Secretary:	STEVEN R. GORDON
Treasurer:	ALAN GORDON

THIRD: The date of adoption of the above amendment is:


April 23, 1998

FOURTH: The amendment was approved and adopted by all of the shareholders. The number of votes cast for the adoption of the amendment was, therefore, sufficient for approval.

Signed this 8 day of July, 1998.

ACTIVE LIFESTYLE DEVELOPMENT CORPORATION

By

  
Steven R. Gordon, President