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February 16, 2000

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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

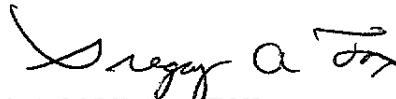
Re: Active Lifestyle Development Corporation

Gentlemen:

Enclosed please find Articles of Amendment to be filed in reference to the above named corporation, together with a check in the amount of \$35.00 for the filing fee.

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

Very truly yours,



GREGORY A. FOX  
Attorney at Law

GAF/stg

Enclosures

*Amend*

V. SHEPARD MAR 1 2000

FILED  
00 FEB 18 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT FOR  
ACTIVE LIFESTYLE DEVELOPMENT CORPORATION

FILED  
00 FEB 18 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned President of the above referenced corporation hereby files these Articles of Amendment to its Articles of Incorporation.

The Articles of Incorporation are hereby amended by changing the following Article:

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock having a nominal or par value of \$1.00. The Board of Directors may designate capital stock as either voting or non-voting stock.

This Amendment to the Articles of Incorporation was adopted by resolution of the Board of Directors at a meeting held on July 1, 1999 and approved by unanimous consent of the stockholders.

ACTIVE LIFESTYLE DEVELOPMENT CORPORATION




STEVEN R. GORDON, President

STATE OF FLORIDA  
COUNTY OF PINELLAS

SWORN TO AND ACKNOWLEDGED before me this 9th day of February, 2000 by STEVEN R. GORDON, as President of ACTIVE LIFESTYLE DEVELOPMENT CORPORATION who produced a driver's license as identification and who did take an oath.

  
Notary Public

My commission expires:

 Susan T. Greene  
★ My Commission CC703984  
Expires December 21, 2001