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Marisol Horta  
4375 SW 115 Avenue  
Miami, FL 33165  
(305) 228-1815

June 23, 1998

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

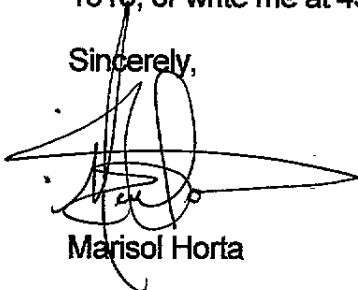
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To whom it may concern:

Enclosed are the Articles of Amendment to the Articles of Incorporation for **THE NATIONAL EXERCISE AND FITNESS ASSOCIATION, INC.**, as well as the required filing fee.

Should you have any questions regarding this matter, please contact me at (305) 228-1815, or write me at 4375 SW 115 Avenue, Miami, FL 33165.

Sincerely,



Marisol Horta

Attachments

FILED  
98 JUN 29 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amendment*

RE JUL 10 1998

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

**THE NATIONAL EXERCISE AND FITNESS ASSOCIATION, INC.**

FILED  
98 JUN 29 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:** Amendments adopted are as follows:

**ARTICLE I. NAME**

The name of the corporation is:

**THE NATIONAL EXERCISE AND FITNESS ASSOCIATION INCORPORATED**

**ARTICLE II. REGISTERED OFFICE OF BUSINESS**

**16100 SW 71 Terrace  
Miami, FL 33193**

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of the original Articles of Incorporation.

**ARTICLE IV. PURPOSE**

This corporation is formed for the purpose of engaging in any business activity permitted under the laws of the United State of America and of the state of Florida and includes but is not limited to:

- a. to purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stock, bonds, and all types of personal property tangible or intangible, as may be reasonable required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.
- b. to enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.
- c. to borrow or raise money reasonable required in the conduct of its professional business and in connection with any proper business activity in which the

Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

- d. to form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, non-profit corporation, or other entity.
- e. to carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on professional service corporations by the laws of the State of Florida.
- f. to restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.
- g. to do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

#### ARTICLE V. INCORPORATORS

The name and street address of the incorporator(s) are:

**MARISOL HORTA**  
4375 SW 115 Avenue  
Miami, FL 33165

**YAMIN MENESES**  
16100 SW 71 Terrace  
Miami, FL 33193

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

**16100 SW 71 Terrace**  
**Miami, FL 33193**

and the name of the corporation's initial registered agent at that address is:

**YAMIN MENESES**

## ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be changed from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

### Name

### Title

**YAMIN MENESES**  
16100 SW 71 Terrace  
Miami, FL 33193

**PRESIDENT & TREASURER**

**MARISOL HORTA**  
4375 SW 115 Avenue  
Miami, FL 33165

**VICE PRESIDENT & SECRETARY**

## ARTICLE VIII. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having an initial non-par-value per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

## ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaws is not subject to amendment or repeal by the directors.

## ARTICLE X. SEC. 1244 STOCK

It is the intention and purpose of the subscribers of the to the Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolution as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

## ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in the Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board

of directors. There after, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporators, directors, and shareholders have executed these Amendments to the Articles of Incorporation this 23<sup>rd</sup> day of June, 1998.

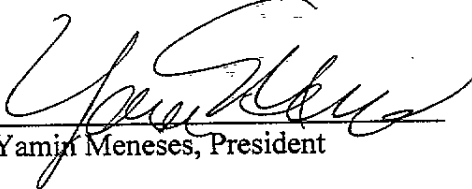
**SECOND:** The following provisions warrant the allocation of issued shares as follows.

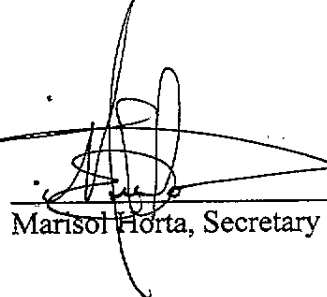
<u>Name</u>	<u>Title</u>	<u>Number of Shares</u>
<b>YAMIN MENESES</b> 16100 SW 71 Terrace Miami, FL 33193	<b>PRESIDENT</b> <b>TREASURER</b>	<b>50</b>
<b>MARISOL HORTA</b> 4375 SW 115 Avenue Miami, FL 33165	<b>VICE PRESIDENT</b> <b>SECRETARY</b>	<b>50</b>

**THIRD:** The date of each amendment's adoption: June 23, 1998

**FOURTH:** The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 23<sup>rd</sup> day of June, 1998.

  
Yamin Meneses, President

  
Marisol Horta, Secretary