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September 30, 2002

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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Re: Fruit of the Earth, Inc. Name Change to Anti-Aging Health Store, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation of Fruit of the Earth, Inc. for filing. Please provide the undersigned with a certified copy of the Articles of Amendment as filed. Our firm's check in the amount of \$43.75 is enclosed to cover your fee.

Thank you for your attention to this matter. Please do not hesitate to call with any questions.

Very truly yours,

Thomas H. Justice, III

THJ:jk

Encs

FILED
02 OCT 4 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NO
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FRUIT OF THE EARTH, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be ANTI-AGING HEALTH STORE, INC. and its principal place of business and mailing address is 5213 West Colonial Drive, Orlando, Florida 32808.

SECOND: The date of the Amendment's adoption: October 1, 2002.

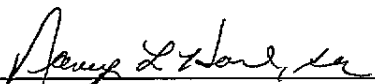
THIRD: The Amendment was adopted by the Board of Directors and approved by the Shareholders. The number of votes cast for the Amendments were sufficient for approval.


Signed this 1st day of October, 2002. _ _

FILED
02 OCT - 4 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FRUIT OF THE EARTH, INC.

Attest:


By: Nancy L. Horne
Its: Secretary


By: Robert Alan Lieberman
Its: President and Director