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ISLER & SOMBATHY, P.A.
Attorneys and Counselors at Law
Post Office Box 430
Panama City, Florida 32402-0430

June 7, 1999

Florida Department of State
Attn: Amendments Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Charles S. Isler, III
Julie Ann Sombathy

Re: First Ladies Curves for Women, Inc.

Dear Sir or Madam:

000002897900--3
-06/08/99--01033--002
*****35.00 *****35.00

Enclosed herewith you will find the original and one copy of the Articles of Amendment for First Ladies Curves for Women, Inc. as well as a check in the sum of \$35.00 for your fee. After filing has been completed, please forward the certified copy of the Articles to me at the above post office box.

Downtown Office:

434 Magnolia Avenue
Panama City, FL 32401
Phone (850) 769-5532
Facsimile (850) 785-5852

Beach Office:

2226 Thomas Drive
Panama City Beach, FL 32408
Phone (850) 233-9613
Facsimile (850) 233-0632

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

Sincerely,

Barbie Adams

Barbie Adams
Legal Assistant

/ba

Enclosures

f:\docs\barbie\pending\first\secst.ltr\7157

S. PAYNE JUN 14 1999

NIC
Amend

FILED
99 JUN -8 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
FIRST LADIES CURVES FOR WOMEN, INC.

FILED

99 JUN -8 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer of the corporation described herein hereby submits the following amendment to the corporation's Articles of Incorporation to the State of Florida, Division of Corporations:

1. The name of the corporation after amendment will be FIRST LADIES FITNESS, INC.

2. The text of each amendment as adopted is as follows:

The name of the corporation shall be changed from FIRST LADIES CURVES FOR WOMEN, INC. to FIRST LADIES FITNESS, INC.

3. The date of adoption of the amendments was June 21, 1999.

4. The amendment was adopted by:

The incorporator. Shareholder action was not required.

5. This amendment will be effective upon filing.

The manner of the adoption of the article of amendment and the vote by which they were adopted constitute full legal compliance with the provisions of applicable law, the corporation's articles of incorporation, and the corporation's bylaws.

I hereby verify subject to the penalties of perjury that the statements contained are true this 21 day of June, 1999.

FIRST LADIES CURVES FOR WOMEN, INC.

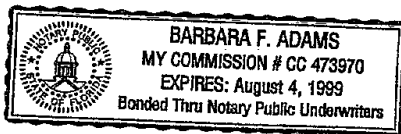
Regina M. Polselli
By: Regina M. Polselli
Its: Incorporator and
Secretary

STATE OF FLORIDA

COUNTY OF BAY

BEFORE ME, the undersigned authority, personally appeared Regina M. Polselli, known to me to be the person who executed the foregoing Articles of Amendment and she acknowledged before me that she executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of June, 1999.



Barbara F. Adams (signature)

(print)

NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: _____
Commission #: _____