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Florida Department of State

Division of Corporations **Public Access System** Sandra B. Mortham, Secretary of State

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To:

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From:

Account Name

: FAS-T CORP. AGENTS, INC.

Account Number : 071001002335

: (305)599-0839

Fax Number

: (305)716-0346

BASIC AMENDMENT

SYNERGY MARKETING INTERNATIONAL CORPORATION

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Florida Department of State

Division of Corporations

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 2, 1998

SYNERGY MARKETING INTERNATIONAL CORPORATION 600 BYPASS DRIVE SUITE 106 CLEARWATER, FL 33764

SUBJECT: SYNERGY MARKETING INTERNATIONAL CORPORATION

REF: P98000050976

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson Corporate Specialist

FAX Aud. #: H98000018388 Letter Number: 798A00049345

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF SYNERGY MARKETING INTERNATIONAL CORPORATION

Pursuant to the provision of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: ARTICLE 1 of the original Article of Incorporation is amended to read as follows:

ARTICLE 1 - CORPORATE NAME AND MAILING ADDRESS

The name of the Corporation is THE GYM OF CLEARWATER INC.

The mailing and principal address is 18443 US Hwy 19 North Clearwater Florida 33764

SECOND: There are no exchanges, reclassification, or cancellation of issued shares.

THIRD: The date of the amendment's adoption is October 2, 1998

FOURTH: The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 2nd day of October 1998.

SYNERGY MARKETING INTERNATIONAL CORPORATION

Michael L. Bruno, Incorporator

Prepared by: Action Accounting & Tax Service

600 Bypass Dr. Suite #115

Clearwater, F1 33164

813-799-1040