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FROM: EMPIRE CORPORATE KIT COMPANY
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NAMR: GOLD'S GYM SOUTH BEACH, INC.
AUDIT NUMBER.....H98000015504
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ARTICLES OF AMENDMENT OF
GOLD'S GYM SOUTH BEACH, INC.

(Charter No. P98000051234)

1. The following provisions of the Articles of Incorporation of GOLD'S GYM SOUTH BEACH, INC., a Florida corporation, filed in Tallahassee on June 9th, 1998, be and they hereby are amended in the following particulars:

Article I be and it hereby is amended to read as follows:

"The name of the Corporation shall be: GYM SOUTH BEACH INC.

2. The foregoing Amendment was adopted by the Stockholder and Director of the Corporation on the 17th day of August, 1998.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 17th day of August, 1998.

Sophia Fran Gutman
SOPHIA FRAN GUTMAN, PRESIDENT
And SECRETARY

STATE OF FLORIDA)
SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17th day of August 1998 by SOPHIA FRAN GUTMAN of GYM SOUTH BEACH, INC., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification and did take an oath.

Vivian L. Palenzuela
NOTARY PUBLIC

My commission expires:

Roger Besu, Esq.
1925 Brickell Ave.
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