

GRANDY, KEEFNER & THOMPSON LLP

P 9800054384

July 29, 1999

VIA AIRBORNE EXPRESS

Department of State  
DIVISION OF CORPORATIONS  
409 East Gaines Street  
Tallahassee, FL 32399

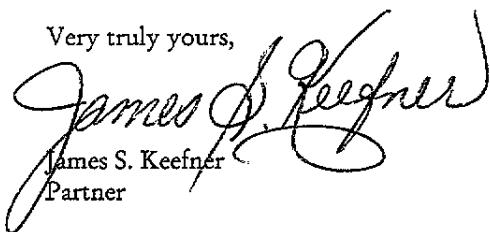
*Re: Winners International Nutritional Network Systems, Inc. (P98000054384)*

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the *Articles of Amendment to Articles of Incorporation of Winners International Nutritional Network Systems, Inc.*, a Florida profit corporation, and a check in the amount of \$52.50. Please file the amendment and return to me a certified copy of same with a Certificate of Status that reflects the corporate name change. A completed Airborne Express airbill is enclosed for your convenience.

Please contact me at (407) 827-7670, if I may provide you with additional information or assistance with respect to this filing.

Very truly yours,

  
James S. Keefer  
Partner

JSK

(Enclosures)

1. Articles of Amendment (original/copy)
2. Airbourne Express Airbill
3. Check #6018

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
WINNERS INTERNATIONAL NUTRITIONAL NETWORK SYSTEMS, INC.

*Pursuant to the provisions of Chapter 607.1006, Florida Statutes, this Florida Profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:*

**FIRST: AMENDMENTS ADOPTED.**

**ARTICLE I: NAME**

The name of this Corporation shall be:

**WINNERS NUTRITION, INC.**

**SECOND: DATE OF ADOPTION.**

The date of the amendment's adoption was July 26, 1999.

**THIRD: ADOPTION OF AMENDMENT.**

The amendment was approved by the shareholders. The number of votes cast in favor of the amendment was sufficient for its approval.

IN WITNESS WHEREOF, the undersigned officer of said Corporation has caused these Articles of Amendment to be signed on this 26th day of July, 1999.

  
Thomas E. Acey, Jr., Secretary

99 JUL 30 PM 1:20  
SHERIFF OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**