

GRANDY, KEEFNER & THOMPSON LLP

P98000054384

July 29, 1999

VIA AIRBORNE EXPRESS

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

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

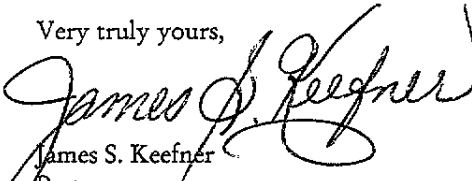
Re: *Winners International Nutritional Network Systems, Inc.* (P98000054384)

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. Keefner
Partner

JSK

(Enclosures)

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

NC
8-6-99
JAS

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*****52.50 *****52.50

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.

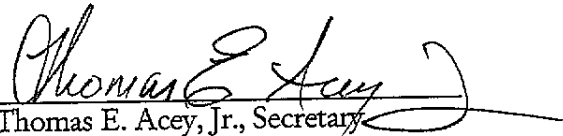
SECOND: DATE OF ADOPTION.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA