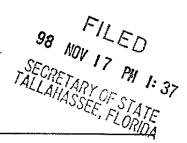
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OFFICE USE ONLY (Document #)	
LAZARUS CORPORATE FILING SER (Requestor's Name)  3320 S.W. 87th AVENUE  (Address)  MIAMI, FLORIDA (305)552-5  (City, State, Zip) (Phone	300026890035 -11/17/9801027004 *****35.00 *****35.00
	OCUMENT NUMBER(S) (if known):  HEALTH & FITNESS PRODUCTS)  (Document #)
2. CORPIGORPORATION Name)  3. Corporation Name)  4. (Corporation Name)  Walk in Pick up time  Mail out Will wait	(Document #)  (D
Profit NonProfit Limited Liability Domestication Other  OTHER FILNGS Annual Report	AMENDMENTS  Amendment   Resignation of R.A., Officer/Director  Change of Registered Agent  Dissolution/Withdrawal  Merger  REGISTRATION/ QUALIFICATION  Foreign
Fictitious Name  Name Reservation	Limited Partnership  Reinstatement  Trademark

CR2E031(9/92)

Examiner's Initials

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



BODY ALIVE HEALTH & FITNESS PRODUCTS, CORP.II
(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I : IT IS RESOLVED: That he name of the corporation Body Alive Health & Fitness\_Products, Corp. II was change to FITNESS & NUTRITION SUPER STORES, CORP.

ARTICLE IX: IT IS RESOLVER: That the name of Officer of this corporation who shald hold office until they successors are chose, shald be:

NAME ADDRESS TITLE
ILEANA CORA 12500 S.W. 5TH CT #403 PEMBROKE PINES D/PRES/SEC.
F1. 33027

ARTICLE X IT IS RESOLVERD: That the Registered Agent and the Registered Office of the corporation was change. The new Registered Agent and Registered Office shall be:

ILEANA CORA 12500 SW 5TH CT # 403 PEMBROKE PINES FL. 33027

The undersigned ILEANA CORA is familiar with and acepts the duties and responsabilites as Registered Agent for said Corporation as appointed in the foregoin Certificate of Amendemends.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NOVEMBER 3,1998

A C	ONTH: Adoption of Amendment(s) (Check One)
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups.  The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were
	sufficient for approval byv
	voting group
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this day 4TH of NOVEMBER , 19 98
	Signature  (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	ILEANA CORA
	Typed or printed name
	PRESIDENT/SECRETARY
	Title