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Barbara's Personal Services, Inc.  
**PARALEGAL & SECRETARIAL**  
SUITE 2A  
152 8th AVENUE S.W.  
LARGO, FLORIDA 33770-3613

NOTARY PUBLIC

TELEPHONE 727 559-8505  
FACSIMILE 585-9184

August 31, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-09/03/99--01098--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**TRANSMITTAL LETTER**

**SUBJECT: Amendment of Articles to :**

**Millennium Gym & Solar Beds of Largo, Inc.**

The above named corporation wishes to:

1. Change its REGISTERED AGENT to:

JOHN FOLKER, SR.  
12650 Starkey Road  
suite 12722  
Largo, FL 33773

Enclosed is an original and one (1) copy of the amendment to articles of incorporation and a check for thirty five dollars (\$35) for Filing Fee.

**FROM:** Barbara S. Hicks  
152 8th Avenue, S.W., Suite 2A  
Largo, Florida 33770-3613  
(727) 559-8505

Sincerely,



Barbara S. Hicks

FILED  
99 SEP -3 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ameand  
HFS 9-10-99

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MILLENNIUM GYM & SOLAR BEDS OF LARGO, INC.**

FILED

99 SEP -3 AM 10: 54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

**ARTICLE IV  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

*Delete Jerry Reiter as Registered Agent*

**Add JOHN FOLKER, SR.**

12650 Starkey Road  
Suite 12722  
Largo, Florida 33773  
727/ 585-6700

**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: *N/A*

**THIRD:** The date of each amendment's adoption: **August 31, 1999**

**FOURTH:** Adoption of Amendment(s) **(check one)**

\_\_\_\_\_ The amendments 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 by \_\_\_\_\_."

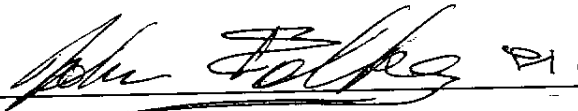
VOTING GROUP

\_\_\_\_\_ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

**X** **The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.**

Signed this 31th day of August, 1999.

Signature \_\_\_\_\_



**JOHN FOLKER, SR.**  
**Director**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Millennium Gym & Solar Beds of Largo, Inc.
2. The name and address of the registered agent and office is:

JOHN FOLKER, SR.  
12650 Starkey Road  
Suite 12722  
Largo, Florida 33773  
727/ 585-6700

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
JOHN FOLKER, SR.

This 31<sup>st</sup> day of AUGUST 1999.