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March 8, 2002

Katherine Harris, Secretary of State
Florida Department of State
PL-02, The Capitol
Tallahassee, Florida 32399-0250

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-03/14/02--01066--002
*****35.00 *****35.00

Re: Ferraro Health & Sports Corporation f/k/a Carroll Fitness Corporation

Dear Ms. Harris:

Enclosed please find for filing the original and one copy of Carroll Fitness Corporation's Officer/Director Removal as well as the original and one copy of the Articles of Amendment to Articles of Incorporation of Carroll Fitness Corporation changing the corporation's name to Ferraro Health & Sports Corporation along with the appropriate filing fees.

Please send one stamped copy of each to our office in the enclosed self-addressed stamped envelope.

If you need any additional information or have any questions, please do not hesitate to contact me.

Very truly yours,

David A. Jagolinzer

FILED
02 MAR 13 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

DAJ/jcv

cc: James L. Ferraro, Esq.

Amend + NIC
SP
3/14/02

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
02 MAR 13 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARROLL FITNESS CORPORATION
(Present name)

Pursuant to the provisions of section 607.1001, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment (s) adopted:

NAME CHANGE:

FERRARO HEALTH & SPORTS CORPORATION

DELETE WESLEY CARROLL AS A DIRECTOR

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:

2/11/02

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ 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):*

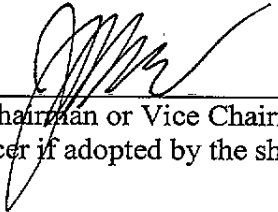
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

☐ 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 11th day of February, 2002

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)

James L. Ferraro
(Typed or printed name)

Vice-President
(Title)

FILING FEE IS \$35.00