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No. 3413 P. 1/1

P98000096123
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ACCT#:

CONTACT: [REDACTED] SUE DEVERSON
PHONE: (954)525-7500
(954)761-8475

FAX #:

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AUDIT NUMBER.....H98000024188
DOC TYPE.....BASIC AMENDMENT
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No. 3443 P. 2/3

8501487-6013 12/29/98 15:05 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1998

THE ULTIMATE WORKOUT GROUP AT CORAL GABLES, INC.
6601 NW 14TH STREET, #2
PLANTATION, FL 33313

SUBJECT: THE ULTIMATE WORKOUT GROUP AT CORAL GABLES, INC.
REF: 298000006123

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

THE DOCUMENT IS ILLEGIBLE AND NOT SUITABLE FOR IMAGING.

✓ Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

✓ The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

✓ If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000024188
Letter Number: 298A00060832

H98000024188

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
THE ULTIMATE WORKOUT GROUP
AT CORAL GABLES, INC.**

The following provisions of the Articles of Incorporation of The Ultimate Workout Group at Coral Gables, Inc., a Florida corporation (the "Corporation"), filed with the Department of State on November 16, 1998, document number P98000096123, be and they are hereby, amended as shown below:

Article III of the Articles of Incorporation of this Corporation is hereby amended as follows:

The Corporation is authorized to issue an additional One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

The foregoing amendment was adopted by a Consent Action of the Board of Directors of this Corporation, dated the 18th day of December, 1998. The number of votes cast in favor of the amendment was sufficient for approval. Shareholder action was not required.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment on this 18th day of December, 1998.



Name: William D. Green

Title: Director

FILED
98 DEC 30 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument was prepared by:
Scott J. Jordan, Esq.
Fla. Bar No. 0066052
Tripp, Scott, Conklin & Smith
110 SE 6th Street, 15th FL
Ft. Lauderdale, Fl. 33301
(954) 525-7500

H98000024188