

MAR.23.1999 3:40PM TRIPP SCOTT CONKLIN

No.592 P.3/4

Division of Corporations

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P98000096123

Florida Department of State
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Attn: Sue Deverson
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BASIC AMENDMENT

THE ULTIMATE WORKOUT GROUP AT CORAL GABLES, INC.

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Amendment

3/24/99

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**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 deleted in its entirety and replaced with the following:

The Corporation is authorized to issue Two Hundred (200) 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 19th day of March, 1999. 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 sole Director of this Corporation, has executed these Articles of Amendment on this 19th day of March, 1999.


Name: William D. Green
Title: Director

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