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May 21, 1999

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

FILED
99 JUN -2 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Amendment for Articles of Incorporation on behalf of Amerigym, Inc.

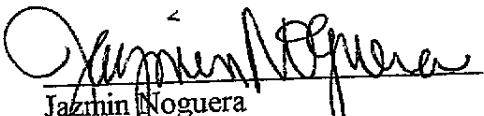
Dear Sir/Madame:

Enclosed please find an amendment for the above company with a check (#2539) for \$43.75 to cover the filing fees.

As indicated, the above attorney is the incorporator of this US corporation.

Please, as always, should you have any questions about this matter, please contact the undersigned.

Sincerely,


Jazmin Noguera
Office Manager for the Firm
for William J. Sanchez, P.A.

WJS/jn

100002891791--1
-06/02/99--01005--008
*****43.75 *****43.75

Amend

B. PAYNE JUN 9 1999

**ARTICLE OF AMENDMENT TO ARTICLES OF INCORPORATION OF
AMERIGYM, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 VI

DIRECTORS

(a) Number. This corporation shall have (1) directors. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Director. The name and street address of the director of the corporation are:

Name

Address

Raul Penalosa	780 NW 42 Avenue Suite 521
Chief Executive Officer	Miami, Florida 33126

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 if not contained in the amendment itself, are as follows:

THIRD- The date of each amendment adoption: 5/18/99

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 approved by _____

voting group

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

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

Signed this 18th day of May, 1990

Signature

(By the Chairman or Vice President of the Board of Directors, President or other officer adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By incorporator if adopted by the incorporators)


William J. Sanchez

Incorporator
Title