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**Also admitted in Ohio
and Kentucky

March 14, 2001

VIA FEDERAL EXPRESS

Secretary of State
Bureau of Corporate Records
Attention: Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

600003854966--7
-03/15/01-01107-001
*****35.00 *****35.00

Re: Articles of Amendment to Articles of Incorporation of Finally Fit with
David Herman, Inc.
Effective Date: Date of Filing

Dear Sir or Madam:

In connection with the amendment of the Articles of Incorporation of the above corporation, I have enclosed the following:

1. Two signed originals of Articles of Amendment to Articles of Incorporation of Finally Fit with David Herman, Inc., which provides for the authorization of voting and non-voting common stock.

2. A check in the amount of \$35.00 payable to the Department of State to cover the filing fee.

Please endorse your approval of the Articles of Amendment to Articles of Incorporation on the additional signed copy of the Articles of Amendment and return the docketed copy to me.

Please contact me if you have any questions or need additional information.

Sincerely,

Susan Varkey
Susan Varkey

SV:ki
Enclosures
cc: Mr. David N. Herman

01 MAR 15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
FILED
9:32 AM 3/15/01

MAR 19 2001

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FINALLY FIT WITH DAVID HERMAN, INC.

FILED
01 MAR 15 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the *Florida Statutes*, Finally Fit With David Herman, Inc., a corporation organized and existing under the laws of the State of Florida, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Section 1 - Name

The name of the corporation is Finally Fit With David Herman, Inc. (hereinafter referred to as the "Corporation").

Section 2 - Adoption and Text of Amendments

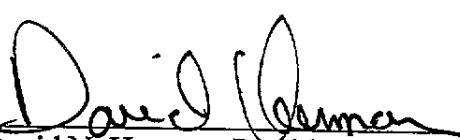
The sole member of the Board of Directors of the Corporation approved the following resolutions amending the Articles of Incorporation by written consent dated March 14th, 2001, in accordance with the provisions of Section 607.0821 of the *Florida Statutes*, and the sole Shareholder of the Corporation approved the resolution amending the Articles of Incorporation by written consent dated March 14th, 2001, in accordance with the provisions of Section 607.0704 of the *Florida Statutes*:

RESOLVED, that Article I of the Articles of Incorporation shall be amended in its entirety to read as follows:

"The name of the Corporation is Sports and Body Management Group, Inc."

Dated this 14th day of March, 2001.

Finally Fit With David Herman, Inc.

By: 
David N. Herman, President