

P99000033980

KANE AND KOLTUN

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

557 NORTH WYMORE ROAD

SUITE 100

MAITLAND, FLORIDA 32751

E-MAIL: lawoffices@kaneandkoltun.com

STEVEN H. KANE*
JEFFREY M. KOLTUN**
SUSAN VARKEY

TELEPHONE
(407) 661-1177

TELEFAX
(407) 660-6031

*L.L.M. in Taxation
Florida Board Certified in
Wills, Estates and Trusts

**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:

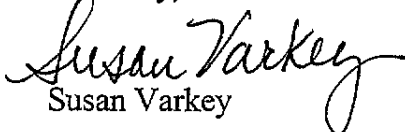
In connection with the amendment of the Articles of Incorporation of the above corporation, I have enclosed the following:

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

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

FILED
01 MAR 15 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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 Herman
David N. Herman, President