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May 3, 1999

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Amendment to Articles of Incorporation for CRS Fitness, Inc.
Our File No.: 130145-1

Dear Sir:

200002863512--4

05/05/99-01056-013

*****35.00 *****35.00

Enclosed are the original and one (1) copy of the Articles of Amendment to Articles of Incorporation of the above-referenced corporation.

Please file the Articles of Amendment, indicate the filing information on the enclosed copy, and return the copy to the undersigned.

A check is also enclosed in the amount of \$35.00 for the filing fee.

Yours very truly,

R. Lee Bennett

RLB:ckl
Enclosures

F:\USR\RBENNETT\Schoeckler\Letters\Sec'yState.art.frm

FILED
99 MAY -5 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLI MAY 7 0 1999

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CRS FITNESS, INC.**

FILED
99 MAY -5 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CRS FITNESS, INC., a Florida corporation (the "Corporation"), hereby adopts an amendment to its Articles of Incorporation as hereinafter set forth.

1. Pursuant to Section 607.1003 of the Florida Statutes, all of the Board of Directors of the Corporation and all of the shareholders of the Corporation adopted, in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on April 29, 1999, an amendment to Article I of the Articles of Incorporation of the Corporation deleting Article I in its entirety and substituting therefor the following:

"ARTICLE I - Name

The name of this Corporation shall be:

CRS WEIGHT LOSS, INC."

2. Except as modified hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.

3. The Amendment was approved by all of the Shareholders and all of the Directors and the vote was, therefore, sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 29th day of April, 1999.

CRS FITNESS, INC.

By: Christina Schoeckler
Christina Schoeckler, President