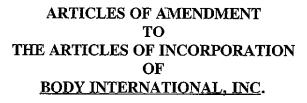
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Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is BODY INTERNATIONAL, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution amending Article V of the Articles of Incorporation, by written consent dated the 16th day of August, 1999, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the share-holders of the Corporation approved a resolution amending Article V of the Articles of Incorporation by written consent dated the 16th day of August, 1999, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution amending Article V of the Articles of Incorporation:

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

"ARTICLE V Authorized Stock

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of One Cent (\$0.01) per share."

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing of these Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this _____ day of August, 1999. _

BODY INTERNATIONAL, INC.

By:

Sergio R. Qliveira, President

Oliveira