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BASIC AMENDMENT

THE ULTIMATE WORKOUT GROUP AT BATTLEFIELD, INC.

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
THE ULTIMATE WORKOUT GROUP AT BATTLEFIELD, INC.**

The following provisions of the Articles of Incorporation of The Ultimate Workout Group at Battlefield, Inc., a Florida corporation (the "Corporation"), filed with the Department of State on June 28, 1999, document number P99000058282 be and they are hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:


ARTICLE I

The name of this Corporation is:

THE ULTIMATE WORKOUT GROUP AT BATTLEGROUND, INC.

The foregoing amendment was adopted by a Joint Consent Action of the Shareholders and Board of Directors of this Corporation, dated the 28th day of June, 1999. The number of votes cast by the shareholders in favor of the foregoing amendment was sufficient to approve the foregoing amendment.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment on this 28th day of June, 1999.


William D. Green, President and
Director

Prepared By: Richard J. Simons, Esq.
Bar No.: 109460
Tripp Scott
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