

S22692

TOTAL FITNESS NETWORK
2601 SOUTH BAYSHORE DRIVE
7TH FLOOR
MIAMI, FLORIDA 33133
305-859-9222

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 23 PM 2:24

June 20, 2000

Via Certified Mail Z 306 101 940

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Total Fitness Network, Inc.
#S22692
Articles of Amendment

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-06/26/00--01002--002
*****35.00 *****35.00


Dear Sir or Madam:

We are enclosing the following for your review and processing;

1. Articles of Amendment to Articles of Incorporation of Total Fitness Network, Inc. #S22692
2. \$35.00 Check made payable to Florida Department of State
3. Return stamped envelope, acknowledging receipt of the Articles

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,


William Cortright
Director

Amend.

WM
Enclosures

V. SHEPARD JUL 7 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 23 PM 2:24

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

**TOTAL FITNESS NETWORK, INC.
#S22692**

Pursuant to the provisions of section 607.1006, Florida Statutes, Total Fitness Network, Inc. adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

Article VI of the Articles of Incorporation, dated December 13, 1990 shall be amended as follows:

This Corporation shall have one (1) Director. The number of Director(s) may be either increased or diminished from time to time by the by laws but shall never be less than one (1). The name and address of the Director of this Corporation is:

Name

Address

WILLIAM CORTRIGHT

14456 Kendale Lakes Boulevard
Miami, FL 33183-3925

SECOND:

Amendment adopted

Articles VIII of the Articles of Incorporation, dated December 13, 1990 shall be amended as follows:

The names and addresses) of the Officers of this Corporation effective June 1, 2000 are:

Name

Title & Address

HILDEGARDE STRIEM

PRESIDENT
14456 Kendale Lakes Blvd.
Miami, FL 33183

Page 2 - Articles of Amendment
to Articles of Incorporation of
Total Fitness Network, Inc.
S22692

SECOND (Continued)

WILLIAM CORTRIGHT

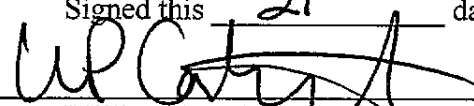
VICE PRESIDENT/TREASURER
14456 Kendale Lakes Blvd.
Miami, FL 33183

WILLIAM JIMENEZ

SECRETARY
11617 SW 90 Terrace
Miami, FL 33176

THIRD: The date of each amendment's adoption is June 1, 2000.

FOURTH: The amendments were approved by the shareholders. The number of votes cast for the amendments was sufficient for approval.

Signed this 21 day of JUNE, 2000.
Signature 
William Cortright, Director/ Sole Shareholder/ CEO