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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

The Fitness Connection of Vero Beach

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
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OTHER FILINGS	
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ARTICLES OF AMENDMENT

OF

THE FITNESS CONNECTION OF VERO BEACH, INC.

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WE, the undersigned, representing all of the officers, directors and shareholders of the Florida Corporation, THE FITNESS CONNECTION OF VERO BEACH, INC., do hereby file these Articles of Amendment as follows:

1. The name of this corporation is **THE FITNESS CONNECTION OF VERO BEACH, INC.**

2. Article III of the Articles of Incorporation be, and the same is amended to read as follows:

"The capital stock of this corporation shall consist of two hundred (200) shares of common stock having a par value of Five Dollars (\$5.00) per share and which shall be issued as fully paid and non-assessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such By-Laws as the corporation shall from time to time make, change or alter with a lien reserve in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors."


3. The foregoing was adopted at a duly called meeting of the officers , directors and shareholders of the corporation on January 1, 1998, and at that meeting all officers, directors and shareholders were present and voted to affirm and ratify the above amendment to the Articles of Incorporation.

4. The effect of the foregoing amendment is to increase the number of authorized shares in the corporation from 100 common shares, \$5.00 par value by 100 shares to 200 common shares, \$5.00 par value. In all other respects, the Articles remain unchanged.

5. By their signatures hereon, the undersigned as all of the officers, directors and shareholders of the Corporation do again ratify, approve and confirm the foregoing Amendment.

DATED this 29 day of January, 1998.


Kim Crawford Pres.


J. Russell Thacker (V.P.)