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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Personalized Fitness Services, Inc.

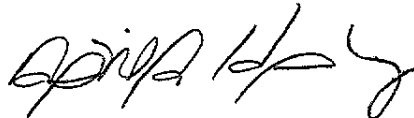
Dear Sir or Madam:

Enclosed please find Articles of Amendment for the referenced corporation changing its corporate name to "PFS of Sarasota, Inc." Please file the Articles as indicated and return a file-marked copy to me in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

LIVINGSTON, PATTERSON,
STRICKLAND & WEINER, P.A.



April A. Haley
Legal Assistant

N/C

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PERSONALIZED FITNESS SERVICES, INC.**

Pursuant to the provisions of Section 607.1001, of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Personalized Fitness Services, Inc.
2. The following amendment to the Articles of Incorporation was adopted by all of the members of the Board of Directors and all of the Shareholders of the corporation on November 1, 2000, in the manner prescribed by Section 607.1003 of the Florida Business Corporation Act:

Article I is amended to read as follows:

Article I - Name

The name of the corporation is PFS of Sarasota, Inc.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation at Sarasota, Florida this 13th day of November, 2000.

PERSONALIZED FITNESS SERVICES,
INC., a Florida corporation

By: 

TAD TOMASESKI
Its President