

STATE OF ALABAMA)
COUNTY OF SHELBY)


20070108000008290 1/2 \$15.00
Shelby Cnty Judge of Probate, AL
01/08/2007 08:31:03AM FILED/CERT

AMENDMENT TO ARTICLES OF INCORPORATION
OF FITNESS FOREVER, INC.

The Undersigned, acting as the sole Shareholder, and as the sole Director of FITNESS FOREVER, INC., an Alabama Corporation (the "Corporation"), formed pursuant to the Alabama Business Corporations Act (the "Act"), hereby adopt the following Amendment to Articles of Incorporation of the Corporation, thereby amending the original Articles of Incorporation of the Corporation, as follows:

WHEREAS, Fitness Forever, Inc. was incorporated pursuant to the Alabama Business Corporations Act, by the filing of Articles of Incorporation with the Probate Judge of Shelby County, Alabama, on August 1, 2005 at Instrument Number 20050801000387210; and

WHEREAS, the initial Directors of said Corporation, as designated within the Articles of Incorporation, were David G. Comer and Jeffery S. Whitfield; and

WHEREAS, Jeffery S. Whitfield has, on the 4th day of January, 2007, entered into a written agreement with David G. Comer for the purchase of the Shares of David G. Comer; and

WHEREAS, David G. Comer has, upon even date herewith, transferred 500 Shares of Stock of the Corporation to Jeffery S. Whitfield, constituting all shares of stock owned by David G. Comer; thereby making Jeffery S. Whitfield the sole shareholder of the Corporation and owner of the entirety of the 1000 shares of common stock issued by said Corporation; and

WHEREAS, David G. Comer has resigned his position as a Director and President of the Corporation, upon even date herewith;

NOW, therefore, in compliance with the Alabama Business Corporation Act, the undersigned does hereby amend the Article of Incorporation of Fitness Forever, Inc., as follows:

First Amendment
(Article 3)

Article 3 of the Articles of Incorporation of the Corporation is hereby amended by striking the language of Article 3 of said Articles of Incorporation, and replacing same with the following language:

3. The Physical location and mailing address of the registered office of the Corporation and the registered agent thereof, shall be:

Jeffery S. Whitfield
5075 Highway 31 N.
Calera, AL 35040

Second Amendment
(Article 5)

Article 5 of the Articles of Incorporation of the Corporation is hereby amended by striking the language of Article 5 of the Articles of Incorporation, and replacing same with the following language:

5. The Board of Directors of the Corporation shall be a minimum of one. The name and address of the person who is to serve as Director, until the next annual meeting of Shareholders, or until his successor or successors are duly elected and qualify is:

Jeffery S. Whitfield
5075 Highway 31 N.
Calera, AL 35040

Third Amendment
(Article 7)

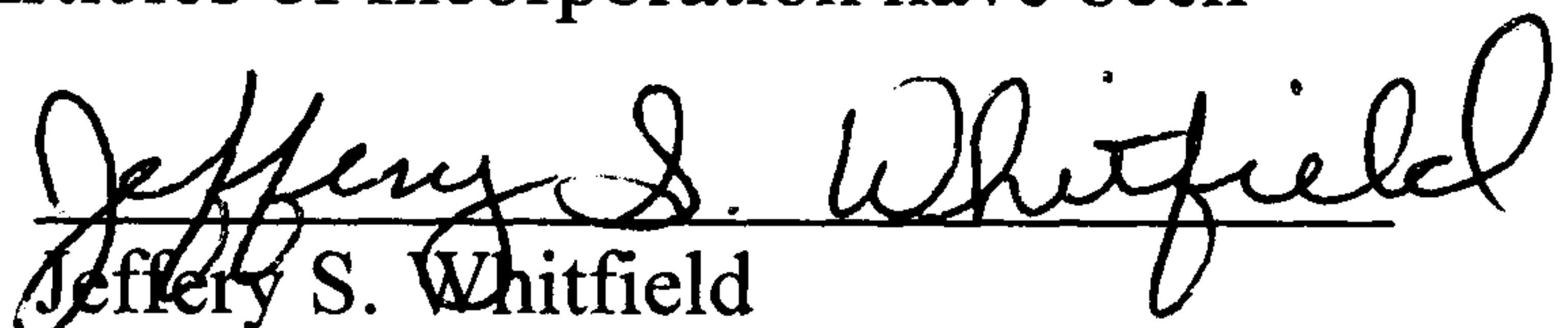
Article 7 of the Article of Incorporation of the Corporation is hereby amended by striking the language of Article 7 of the Article of Incorporation, and replacing same with the following language:

7. A par value for authorized shares shall be established at \$1.00 per share, of a class of "common shares" only.

Ratification

Except as hereinabove amended, the Articles of Incorporation, originally filed with the Office of the Probate Judge, Shelby County, Alabama, shall remain in full force and effect.

IN WITNESS WHEREOF these amended Articles of Incorporation have been executed this 4th day of January, 2007.


Jeffery S. Whitfield
Shareholder/Director