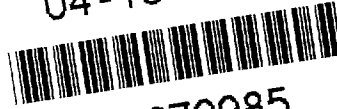




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Name of Person Signing

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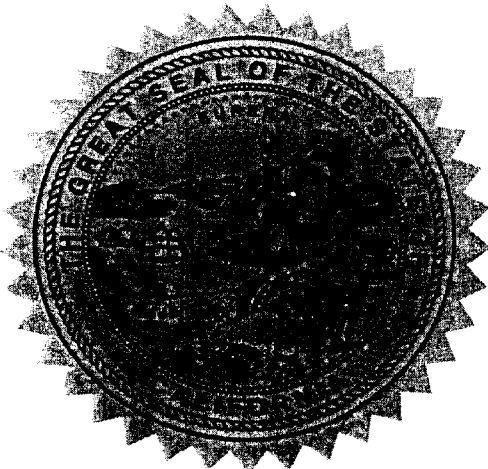
SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 6 2000



Bill Jones

Secretary of State

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
APEX FITNESS, INC.**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

OCT - 4 2000

BILL JONES, Secretary of State

Neal Spruce and Christina M. Spruce certify that:

1. They are the President and the Secretary, respectively, of Apex Fitness, Inc.
2. The Board of Directors of Apex Fitness, inc. has approved the following amendment to Article 1 of the Articles of Incorporation of said corporation:

"1.


The name of this corporation is **FITNESS EDUCATION WORLDWIDE, INC.**"

3. The amendment has been approved by the vote of the shareholders in accordance with Section 902 of the California Corporations Code. The corporation has only one class of shares. Each outstanding share is entitled to one vote. The corporation has 10,000 shares outstanding. Therefore, 10,000 are entitled to vote for the amendment. All the outstanding shares voted in favor of the amendment.

Date: September 27, 2000



NEAL SPRUCE
 President



CHRISTINA M. SPRUCE
 Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct of his or her own knowledge and that this declaration was executed on September 27, 2000, at Oakland, California.



NEAL SPRUCE



CHRISTINA M. SPRUCE

