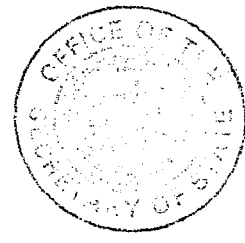


State of California

SECRETARY OF STATE



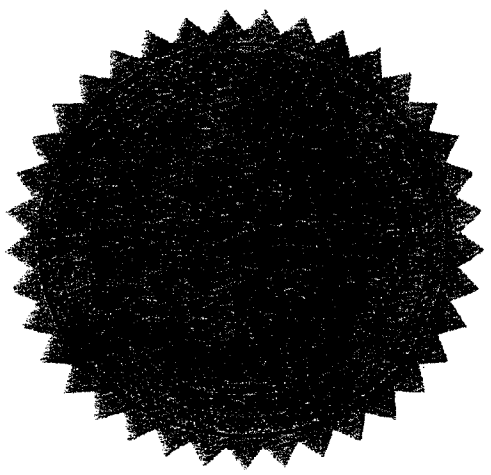
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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript 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

FEB 23 1998



Bill Jones

Secretary of State

A0504545

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

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

FEB 18 1998

BILL JONES, Secretary of State

Donna L. Grodjesk certifies that:

1. She is the President and the Secretary, respectively, of BODYWISE SPA PRODUCTS, INC., a California corporation.
2. Article ONE of the Articles of Incorporation of this corporation is amended to read as follows:

"The name of this corporation is TARA SPA THERAPY, INC."
3. The foregoing Amendment of Articles of Incorporation set forth herein has been duly approved by the Board of Directors.
4. The foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the Corporation is 100,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Amendment are true and correct of my own knowledge.

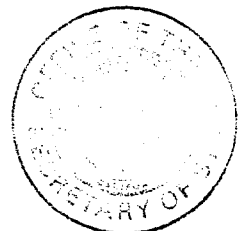
Date: February 12, 1998



DONNA L. GRODJESK, President



DONNA L. GRODJESK, Secretary



TRADEMARK
REEL: 002902 FRAME: 0358

**CONSENT RESOLUTION OF SHAREHOLDERS AND
BOARD OF DIRECTORS OF
BODYWISE SPA PRODUCTS, INC.**

February 4, 1998

The undersigned, being all of the members of the Board of Directors and all of the shareholders of BODYWISE SPA PRODUCTS, INC., a California corporation (the "Corporation"), as of February 4, 1998 do hereby consent pursuant to the provisions of Sections 307(b), 603 and 902 of the California Corporations Code, to the adoption of the following resolutions:

WHEREAS, it is deemed in the best interest of the Corporation to change its name from "BODYWISE SPA PRODUCTS, INC." to "TARA SPA THERAPY, INC.";

NOW, THEREFORE, BE IT RESOLVED, that the name of this Corporation is hereby changed from "BODYWISE SPA PRODUCTS, INC." to "TARA SPA THERAPY, INC."; and

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized and directed to file an amendment to the Articles of Incorporation and take whatever other actions are necessary to effectuate the above resolution.

Executed by the undersigned as the sole shareholder and sole Director of the Corporation as of February 4, 1998.



DONNA L. GRODJESK
Sole Shareholder/Sole Director

S&H-D-CR.BSP (03)