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(Address)

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DIVISION OF CORPORATIONS  
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June 16, 2003

Via Federal Express

Florida Department of State  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Application for Authorization to Transact Business  
Duke Fitness Centers, L.L.C.

Dear Sir or Madam:

Enclosed is an executed *Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida* for Duke Fitness Centers, L.L.C. along with a *Certificate of Designation of Registered Agent/Registered Office* which has been signed by a representative of our registered agent. Also enclosed, as required, is an original Certificate of Existence from our domestic state and a check in the amount of \$125.00 to cover the necessary filing fees.

Once this document has been filed, please return the letter of acknowledgement to the following:

John R. Gaskin, Esq.  
Duke Realty Corporation  
3950 Shackleford Road, Suite 300  
Duluth, Georgia 30096

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Should you have questions or require additional information, please contact me at (770) 717-3299. Thank you for your assistance in this matter.

Sincerely,

Kim Martenn  
Legal Assistant

/kbm

Enclosures

3950 Shackleford Road  
Suite 300  
Duluth, GA 30096-8268  
770.717.3200  
www.dukerealty.com

Atlanta  
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Tampa

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. Duke Fitness Centers, L.L.C. (Name of foreign limited liability company)
2. Indiana (Jurisdiction under the law of which foreign limited liability company is organized)
3. (FEI number, if applicable)
4. December 17, 2001 (Date of Organization)
5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 600 East 96th Street, Suite 100 Indianapolis, IN 46240 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here [ ]

9. The name and usual business addresses of the managing members or managers are as follows:

Duke Realty Limited Partnership, sole member, 600 East 96th Street, Suite 100 Indianapolis, Indiana 46240

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: The primary purpose of the business is to own and operate fitness centers.

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Duke Realty Limited Partnership, sole member By: Duke Realty Corporation, sole general partner

Typed or printed name of signer

By: John R. Gaskin, Senior Vice President, Deputy General Counsel and Secretary

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Duke Fitness Centers, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation, Florida 33324

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

Dale W. Morris

(Signature)

**DALE W. MORRIS  
ASSISTANT VICE PRESIDENT**

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE  
CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greetings:

I, TODD ROKITA, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records, and proper official to execute this certificate.

I further certify that records of this office disclose that

**DUKE FITNESS CENTERS, L.L.C.**

duly filed the requisite documents to commence business activities under the laws of State of Indiana on December 17, 2001, and was in existence or authorized to transact business in the State of Indiana on June 11, 2003.

I further certify this Domestic Limited Liability Company (LLC) has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand  
and affixed the seal of the State of Indiana, at the  
city of Indianapolis, this Eleventh Day of June, 2003.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA, Secretary of State

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