

CT CORPORATION SYSTEM

F01000003937

CORPORATION(S) NAME

Bally Total Fitness Holding Corporation

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01 JUL 25 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Profit

☐ Amendment

☐ Merger

☐ Nonprofit

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Reinstatement

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ LLC

☐ Name Registration

☐ Change of RA

☐ Fictitious Name

☐ UCC

☐ Certified Copy

☐ Photocopies

☐ CUS

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

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BK

Name

7/25/01

Order#: 4677884

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W.P. Verifier

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*****70.00 *****70.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Bally Total Fitness Holding Corporation

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 36-3228107

(FEI number, if applicable)

4. March 29, 1983

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8700 West Bryn Mawr

Chicago, Illinois 60631

(Current mailing address)

8. To engage in any and all lawful act or activities for which corporations may be organized.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

Charlotte Renee Cruz

(Registered agent's signature)

Charlotte Renee Cruz, Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable) SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable) SEE ATTACHED

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

CARYA. GAAN

SENIOR VICE PRESIDENT

(Typed or printed name and capacity of person signing application)

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BALLY TOTAL FITNESS HOLDING CORPORATION

BOARD OF DIRECTORS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lee S. Hillman (Chairman)
8700 West Bryn Mawr
Chicago, Illinois 60631

Aubrey C. Lewis
44 Pleasant Avenue
Montclair, New Jersey 07042

J. Kenneth Looloian
26 Main Street
Chatham, New Jersey 07928

James F. McAnally, M.D.
St. Elizabeth Medical Office Building
240 Williamson Street, Suite 307
Elizabeth, New Jersey 07202

Liza M. Walsh
85 Livingston Avenue
Roseland, New Jersey 07068

BALLY TOTAL FITNESS HOLDING CORPORATION

OFFICERS

Chief Executive Officer and President:

Lee S. Hillman
8700 West Bryn Mawr
Chicago, Illinois 60631

*Executive Vice President and
Chief Financial Officer:*

John W. Dwyer
8700 West Bryn Mawr
Chicago, Illinois 60631

*Senior Vice President and
Chief Operating Officer:*

Paul A. Toback
8700 West Bryn Mawr
Chicago, Illinois 60631

Senior Vice President, Finance:

William G. Fanelli
8700 West Bryn Mawr
Chicago, Illinois 60631

*Senior Vice President, General Counsel
and Secretary:*

Cary A. Gaan
8700 West Bryn Mawr
Chicago, Illinois 60631

Senior Vice President, Human Resources:

Harold Morgan
8700 West Bryn Mawr
Chicago, Illinois 60631

Senior Vice President, Sales and Marketing:

John H. Wildman
8700 West Bryn Mawr
Chicago, Illinois 60631

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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BALLY TOTAL FITNESS HOLDING CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JULY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2005720 8300

AUTHENTICATION: 1256646

010354306

DATE: 07-23-01