

CORPORATION(S) NAME

**F02000002174**

Crunch Fitness International, Inc.

FILED  
MAY - 1 PM 4:01  
TALLAHASSEE, FLORIDA  
02

BK

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
 Availability \_\_\_\_\_  
 Document \_\_\_\_\_  
 Examiner \_\_\_\_\_  
 Updater \_\_\_\_\_  
 Verifier \_\_\_\_\_  
 W.P. Verifier \_\_\_\_\_

5/1/02

MS

Order#: 5306212

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

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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*

1. CRUNCH FITNESS INTERNATIONAL, INC.

(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. 36-4474644

(FEI number, if applicable)

4. 9-27-01

(Date of incorporation)

5. PERPETUAL

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

6. UPON FILING

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

7. 8700 WEST BRYN MAWR AVE. CHICAGO, IL 60631

(Current mailing address)

8. TO OPERATE HEALTH CLUB FACILITY

(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)

Chairman: Lee S. Hillman

Address: 8700 W. Bryn mawr Ave.  
Chicago, IL 60631

Vice Chairman: N/A

Address: \_\_\_\_\_

Director: Cary A. Gaan

Address: 8700 W. Bryn mawr Ave  
Chicago IL 60631

Director: John W. Dwyer

Address: 8700 W. Bryn mawr Ave  
Chicago IL 60631

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

President: Lee S. Hillman

Address: 8700 W. Bryn mawr Ave  
Chicago IL 60631

**SR.** Vice President: William Fanelli

Address: 8700 W. Bryn mawr Ave  
Chicago IL 60631

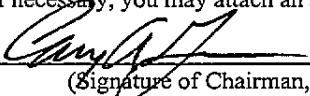
Secretary: Cary A. Gaan

Address: 8700 W. Bryn mawr Ave.  
Chicago, IL 60631

Treasurer: Geoff Schertlin

Address: 8700 W. Bryn mawr Ave  
Chicago, IL 60631

**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. Cary A. Gaan Senior Vice President

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

02 MAY -1 PM 4:01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

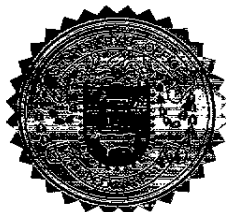
*The First State*

FILED  
MAY - 1 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CRUNCH FITNESS INTERNATIONAL, INC." 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 THIRTIETH DAY OF APRIL, A.D. 2002.

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.



3423541 8300

020274264

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1750438

DATE: 04-30-02