

FD 2000000 6322

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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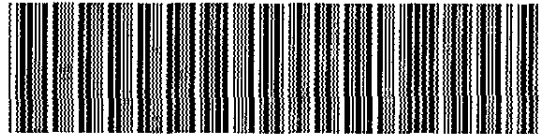
(Business Entity Name)

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DIVISION OF CORPORATION

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**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.)

The Sports Club Company, Inc.

(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 16, 2002

CORPORATE ACCESS, INC.

SUBJECT: THE SPORTS CLUB COMPANY, INC.
Ref. Number: W02000035105

We have received your document for THE SPORTS CLUB COMPANY, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 602A00066201

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AND
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**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. The Sports Club Company, 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 3. 95-4479735
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 15, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Approximately March, 2003
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 11100 Santa Monica Boulevard, Suite 300
(Principal office address)

Los Angeles, CA 90025
(Current mailing address)

Certification of Incorporation states, "...to engage in any lawful act or activity..." Company develops and manages health and fitness clubs.

8. _____
(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: Paracorp Incorporated

Office Address: 236 East 6th Avenue

Tallahassee, Florida 32303
(City) (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.

Denise Zollner
Assistant (Registered agent's signature) Secretary for Paracorp

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.

CERTIFICATE OF SECRETARY


I, Lois Barberio, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting Secretary of The Sports Club Company, Inc., a Delaware corporation (the "Corporation").
- (2) That by written consent dated as of September 1, 1998, the Board of Directors of the Corporation adopted the following resolution:

"NOW, THEREFORE, BE IT RESOLVED, that The Sports Club Company, Inc., organized and existing in the State of Delaware, hereby adopts the name SCY, Inc. for use in Florida "

- (3) That the above resolution is complete and accurate and said resolution has not been amended, revoked, rescinded, or otherwise modified and remains in full force and effect as of the date hereof.

Executed this 18th day of December 2002, at Los Angeles, California


Lois Barberio, Secretary

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attached list of directors and officers.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Lois Barberio

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

14. Lois Barberio, Corporate Secretary

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

The Sports Club Company, Inc.
Directors and Officers

Unless otherwise noted the address for all parties is:
The Sports Club Company, Inc.
11100 Santa Monica Boulevard
Third Floor
Los Angeles, CA 90025

DAVID MICHAEL TALLA
Chairman of the Board
Co-Chief Executive Officer

REX A. LICKLIDER
Vice-Chairman of the Board
Co-Chief Executive Officer

NANETTE PATTEE FRANCINI
Director and Executive Vice President

TIMOTHY M. O'BRIEN
CFO and Assistant Secretary

BRIAN J. COLLINS
Director
Millennium Partners
Barclays Financial Center
1111 Brickell Avenue
Miami, FL 33131

PHILIP J. SWAIN
Senior Vice President

MARK S. SPINO
Senior Vice President

ANDREW L. TURNER
Director
10445 Fourth St. NW
Albuquerque, NM 87114

LOIS J. BARBERIO
Corporate Secretary

CHARLES A. NORRIS
Director
481 Denslow Avenue
Los Angeles, CA 90049

GEORGE J. VASILAKOS
Director
DiTronics
3815 South Jones Boulevard
Suite 7
Las Vegas, NV 89103

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LOS ANGELES

Delaware

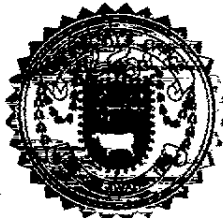
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE SPORTS CLUB COMPANY, 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 TWELFTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE SPORTS CLUB COMPANY, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF FEBRUARY, A.D. 1994.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2141797

020763817

DATE: 12-12-02