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(Requestor's Name)

(Address)

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(Business Entity Name)

(Document Number)

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FLORIDA

FILING REQUEST

December 9, 2003

FLORIDA SECRETARY OF STATE

<i>Type of Filing:</i>	QUALIFICATION
<i>Subject(s):</i>	LIFE TIME FITNESS, INC.
<i>Form(s) Enclosed:</i>	TRANSMITTAL LETTER APPLICATION BY FOREIGN CORPORATION
<i>Supporting Document(s):</i>	CERTIFICATE OF GOOD STANDING
<i>Check Enclosed:</i>	CHECK #161301 FOR \$87.50
<i>Return Via:</i>	REGULAR MAIL
<i>Filing Method:</i>	ASAP

PLEASE RETURN TO: PREMIER CORPORATE SERVICES, INC.
590 PARK STREET, SUITE 6
ST. PAUL, MN 55103

Please call me at **1-800-227-1256** if there are any questions.

Thank you!

Sue Brodtmann

TRANSMITTAL LETTER

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TO: Registration Section
Division of Corporations

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

SUBJECT: Life Time Fitness, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sue Brodtmann

(Name of Person)

Premier Corporate Services, Inc.

(Firm/Company)

590 Park Street, Suite 6

(Address)

St. Paul, MN 55103

(City/State and Zip code)

For further information concerning this matter, please call:

Sue Brodtmann

(Name of Person)

at (651) 225-9500

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|--|

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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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. LIFE TIME FITNESS, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Minnesota

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

3. 41-1689746

(FEI number, if applicable)

4. October 15, 1990

(Date of incorporation)

5. Perpetual

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

6. upon qualification

(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. 6442 City West Parkway, Eden Prairie, MN 55344

(Principal office address)

Same as above

(Current mailing address)

8. Health and Fitness center

(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

(City)

, Florida

32301

(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.

Sue Brodtmann

(Registered agent's signature)

Sue Brodtmann, 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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attachment I

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attachment II

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 Director or Officer listed in number 12 of the application)

14. _____

Eric J. Buss, Secretary

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

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STATE
TALLAHASSEE, FLORIDA

**ATTACHMENT I
DIRECTORS**

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CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR THE
NINTH JUDICIAL CIRCUIT, FLORIDA

Bahram Akradi
LIFE TIME FITNESS, Inc.
6442 City West Parkway
Eden Prairie, Minnesota 55344

W. John Driscoll
332 Minnesota Street, Suite 2090
Saint Paul, Minnesota 55101

Steve Sefton
Equity Research, Inc.
3001 Hennepin Avenue, Suite D-210
Minneapolis, MN 55408

David Landau
Apax Partners, Inc.
445 Park Avenue
New York, New York 10022

Tim DeVries
Norwest Equity Partners
3600 IDS Center
80 South 8th Street
Minneapolis, MN 55402

**ATTACHMENT II
OFFICERS**

Bahram Akradi
Chief Executive Officer and President
LIFE TIME FITNESS, Inc.
6442 City West Parkway
Eden Prairie, Minnesota 55344

Michael Robinson
Chief Financial Officer and Executive Vice President
LIFE TIME FITNESS, Inc.
6442 City West Parkway
Eden Prairie, Minnesota 55344

Michael Gerend
Chief Operating Officer and Executive Vice President
LIFE TIME FITNESS, Inc.
6442 City West Parkway
Eden Prairie, Minnesota 55344

Eric Buss
Secretary
LIFE TIME FITNESS, Inc.
6442 City West Parkway
Eden Prairie, Minnesota 55344

Steve Kerzman
Treasurer
LIFE TIME FITNESS, Inc.
6442 City West Parkway
Eden Prairie, Minnesota 55344

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

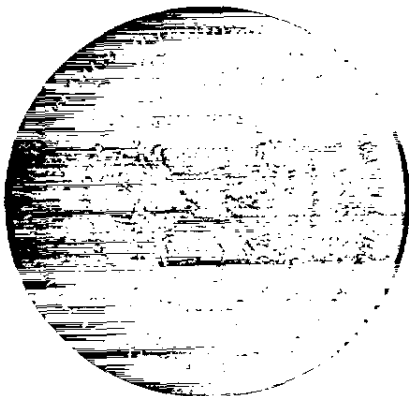
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: LIFE TIME FITNESS, Inc.

Date Formed: 10/15/1990

Chapter Governed By: 302A

This certificate has been issued on 11/10/03.



Mary Kiffmeyer
Secretary of State.