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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

Lifestyle Family Fitness, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

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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. Lifestyle Family 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. Delaware 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/20/2004 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 7/20/2004
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1000 112th Circle N., STE. 100, St. Petersburg, FL 33716
(Principal office address)

1000 112th Circle N., STE. 100, St. Petersburg, FL 33716
(Current mailing address)

8. Any and all business allowable under the laws of Delaware and Florida.
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company Jeanine Reynolds
as its agent
(Registered agent's signature)

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:

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A. DIRECTORS

Director : N John Simmons
Address: 1000 112th Circle N., STE. 100, St. Petersburg, FL 33716

Director : Stuart G. Lasher
Address: 1000 112th Circle N., STE. 100, St. Petersburg, FL 33716

Director: Drew A. Graham
Address: 1000 112th Circle N., STE. 100, St. Petersburg, FL 33716

Director: Ernie Mascara
Address: 1000 112th Circle N., STE. 100, St. Petersburg, FL 33716

B. OFFICERS

Director & President: Geoffrey A. Dyer
Address: 1000 112th Circle N., STE. 100, St. Petersburg, FL 33716


Director & Vice President: Todd Bright
Address: 1000 112th Circle N., STE. 100, St. Petersburg, FL 33716

Secretary: Todd Bright
Address: 1000 112th Circle N., STE. 100, St. Petersburg, FL 33716

Treasurer: Todd Bright
Address: 1000 112th Circle N., STE. 100, St. Petersburg, FL 33716

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TALLAHASSEE, FLORIDA

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Todd Bright - Director & Vice President
(Typed or printed name and capacity of person signing application)

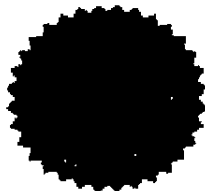
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIFESTYLE FAMILY FITNESS, 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 TWENTIETH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LIFESTYLE FAMILY FITNESS, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3242994

DATE: 07-20-04

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