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2005 MAR 28 AM 9:08

SECRETARY OF STATE
TALLAHASSEE FL 32399

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[Signature]

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Joseph Friedman (1908-1957)
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Norman A. Rheuban,
Resident of Counsel

C. John Amstutz
Of Counsel

*OSBA Board Certified Specialist in
Estate Planning, Trust & Probate Law

March 22, 2005

Florida Department of State
Division of Corporations
Attn: Tammi Cline
P.O. Box 6327
Tallahassee, FL 32314

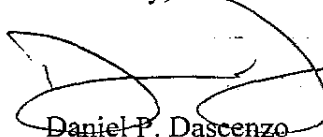
Re: Bartow C.F.W., Inc.
Ref. No. W05000013957

Dear Ms. Cline:

Enclosed please find a check in the amount of \$1,150.00 being paid pursuant to your March 17, 2005 letter regarding the above referenced matter.

If you have any further questions, please do not hesitate to contact me.

Sincerely,



Daniel P. Dascenzo

DPD/sr
Enc.

2005 MAR 28 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 17, 2005

DANIEL DASCENZO
100 FEDERAL PLAZA EAST, SUITE 300
YOUNGSTOWN, OH 44503

SUBJECT: BARTOW C.F.W., INC.
Ref. Number: W05000013957

We have received your document for BARTOW C.F.W., INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1150.00.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 105A00018488

2005 MAR 28 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Norman A. Rheuban,
Resident of Counsel

March 15, 2005

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

Dear Sir/Madam:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida, a Transmittal Letter, and Certificate of Good Standing for Bartow C.F. W., Inc. Also enclosed is our check in the amount of \$70.00 as the filing fee.

Would you kindly file and return the letter of acknowledgment to the undersigned.

If you have any questions, please call.

Sincerely,


Daniel P. Dascenzo

DPD/er
Enc.

2005 MAR 28 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Bartow C.F.W., 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:

Daniel P. Descenzo, Esq.
(Name of Person)

Friedman & Rummell Co., LPA
(Firm/Company)

100 Federal Plaza East, Suite 300
(Address)

Youngstown, OH 44503
(City/State and Zip code)

For further information concerning this matter, please call:

Donald Rosa at (330) 718-2376
(Name of Person) (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:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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SECRETARY 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. Bartow C.F.W., 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. State of Ohio - Mahoning County

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

3. 20-0472875

(FEI number, if applicable)

4. January 30, 2004

(Date of incorporation)

5. perpetual

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

6. February 1, 2004

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

7. 56 Orchard Drive, Poland, OH 44514

(Principal office address)

56 Orchard Drive, Poland, OH 44514

(Current mailing address)

8. Health/Fitness Club ownership

(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: W. Terry Patrick, Esq.

Office Address: 5167 N. Highway A1A, # 808

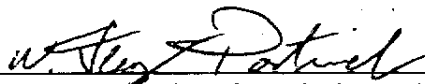
Fort Pierce, Florida 34949

(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.


(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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2005 MAR 28 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Donald Rosa

Address: 56 Orchard Drive, Poland, OH 44514

Vice Chairman: _____

Address: _____

Director: Kathleen Rosa

Address: 56 Orchard Drive, Poland, OH 44514

Director: _____

Address: _____

B. OFFICERS

President: Donald Rosa

Address: 56 Orchard Drive, Poland, OH 44514

Vice President: Kathleen Rosa

Address: 56 Orchard Drive, Poland, OH 44514

Secretary: Kathleen Rosa

Address: 56 Orchard Drive, Poland, OH 44514

Treasurer: Donald Rosa

Address: 56 Orchard Drive, Poland, OH 44514

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TALLAHASSEE, FLORIDA

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. Donald Rosa, Director, President

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

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show BARTOW C.F.W., INC., an Ohio corporation, Charter No. 1438874, having its principal location in Poland, County of Mahoning, was incorporated on January 30, 2004 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 15th day of March, A.D. 2005*

J. Kenneth Blackwell

Ohio Secretary of State