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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

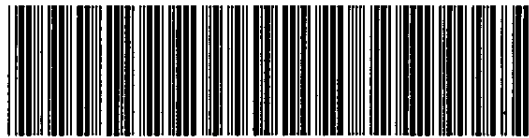
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E-Mail Address: bhammer@bwwlaw.com

December 27, 2007

VIA CMRRR No. 7160 3901 9846 0539 3860

Florida Secretary of State
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Application by a Foreign Corporation for Authorization to Transact Business in Florida

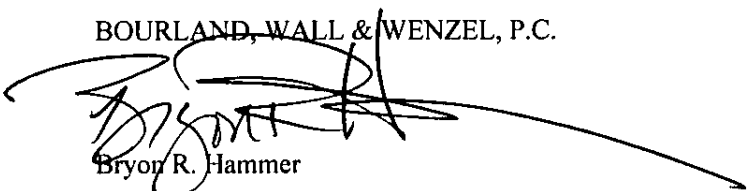
Dear Sir/Madam:

Enclosed please find an original and one copy of the *Application by a Foreign Corporation for Authorization to Transact Business in Florida* for Cooper Aerobics Enterprises, Inc. An original Certificate of Fact issued by the Texas Secretary of State and a Certificate of Account Status issued by the Texas Comptroller of Public Accounts accompanies said application, as well as a check made payable to the Florida Department of State in the amount of \$70.00 for the filing of the application.

Thank you for your assistance with this matter. If you have any questions, please feel free to contact me.

Sincerely yours,

BOURLAND, WALL & WENZEL, P.C.



Bryon R. Hammer

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: COOPER AEROBICS ENTERPRISES, 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:

Bryon R. Hammer

(Name of Person)

Bourland, Wall & Wenzel, P.C.

(Firm/Company)

301 Commerce Street, Suite 1500

(Address)

Fort Worth, Texas 76102

(City/State and Zip code)

For further information concerning this matter, please call:

Bryon R. Hammer

(Name of Person)

at (817) 877-1088

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

**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. **COOPER AEROBICS ENTERPRISES, 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. **Texas**

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

3. **75-2389778**

(FEI number, if applicable)

4. **07/26/1991**

(Date of incorporation)

5. **perpetual**

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

6. _____

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

7. **12200 Preston Road, Dallas, Texas 75230**

(Principal office address)

12200 Preston Road, Dallas, Texas 75230

(Current mailing address)

8. **management of 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 NOT acceptable)

Name: **CT Corporation System**

Office Address: **1200 South Pine Island Road**

Plantation

(City)

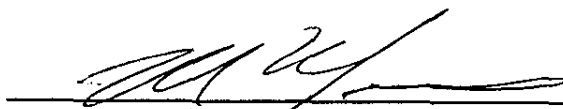
, Florida **33324**

(Zip code)

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TALLAHASSEE, FLORIDA

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)

Michael E. Jones
Assistant 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 attached addendum

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached addendum

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. Kenneth H Cooper MD
(Signature of Director or Officer listed in number 12 of the application)

14. Kenneth H. Cooper, M.D., M.P.H., Chairman of the Board
(Typed or printed name and capacity of person signing application)

ADDENDUM

**TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

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

A. DIRECTORS

Kenneth H. Cooper, Chairman of the Board	12200 Preston Road Dallas, Texas 75240
Robert M. Nelson, President and COO	12200 Preston Road Dallas, Texas 75240
Tom Stumpf, Vice President	12200 Preston Road Dallas, Texas 75230
Jason Barth, Vice President	12200 Preston Road Dallas, Texas 75230
David Little, Vice President	12200 Preston Road Dallas, Texas 75230
Connie Tyne, Vice President	12200 Preston Road Dallas, Texas 75230
Clayton Arhelger, Vice President	12200 Preston Road Dallas, Texas 75230
David Atkinson, Vice President	12200 Preston Road Dallas, Texas 75230
Jamile Ashmore, Vice President	12200 Preston Road Dallas, Texas 75230

B. OFFICERS

Kenneth H. Cooper	12200 Preston Road Dallas, Texas 75240
Tyler Cooper	12200 Preston Road Dallas, Texas 75230

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Phil Wilson
Secretary of State

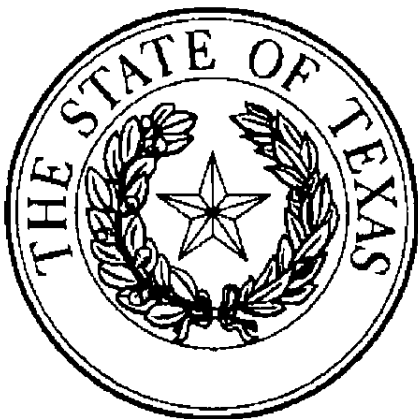
Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for COOPER AEROBICS ENTERPRISES, INC. (file number 120084600), a Domestic For-Profit Corporation, was filed in this office on July 26, 1991.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 27, 2007.



A handwritten signature of Phil Wilson in black ink.

Phil Wilson
Secretary of State



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

SUSAN COMBS • COMPTROLLER • AUSTIN, TEXAS 78774

December 27, 2007

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS
COUNTY OF TRAVIS

I, Susan Combs, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY that according to the records of this office

COOPER AEROBICS ENTERPRISES INC

is, as of this date, in good standing with this office having no franchise tax reports or payments due at this time. This certificate is valid through the date that the next franchise tax report will be due May 15, 2008.

This certificate does not make a representation as to the status of the corporation's Certificate of Authority, if any, with the Texas Secretary of State.

This certificate is valid for the purpose of conversion when the converted entity is subject to franchise tax as required by law. This certificate is not valid for the purpose of dissolution, merger, or withdrawal.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 27th day of
December 2007 A.D.

A handwritten signature in black ink, reading "Susan Combs", is positioned above the printed name and title.

Susan Combs
Texas Comptroller

Taxpayer number: 17523897787
File number: 0120084600