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**Florida Department of State**  
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**From:**

Account Name : C T CORPORATION SYSTEM  
 Account Number : FCA000000023  
 Phone : (850) 222-1092  
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 TALLAHASSEE, FLORIDA

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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**Bally Total Fitness of Minnesota, Inc.**

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Bally Total Fitness of Minnesota, Inc.

## FOREIGN PROFIT/NONPROFIT CORPORATION

To: Division of Corporations  
 Fax Number : (850) 617-6381  
 From: Account Name : C T CORPORATION SYSTEM  
 Account Number : FCA000000023  
 Phone : (650) 222-1092  
 Fax Number : (850) 878-5368

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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. BALLY TOTAL FITNESS OF MINNESOTA, 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. OHIO

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

3. 34-1114683

(FBI number, if applicable)

4. 8/25/86

(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. 8700 WEST BRYN MAWR AVE.

(Principal office address)

CHICAGO, IL 60631

(Current mailing address)

8. TO OWN AND OPERATE HEALTH CLUB FACILITIES

(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)

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.

By: \_\_\_\_\_

CT Corporation System

(Registered agent's signature)

Renee Cruz, 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.

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

**A. DIRECTORS**

Chairman: SEE ATTACHED EXHIBIT A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: SEE ATTACHED EXHIBIT A

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. Ronald E Siegel

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

14. RONALD E. SIEGEL - ASSISTANT SECRETARY

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

EXHIBIT A

BALLY TOTAL FITNESS OF MINNESOTA, INC.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA

Directors: William Fanelli  
Michael Sheehan  
Kathleen Boege

<u>Officers:</u>	
Chief Executive Officer:	Michael Sheehan
Senior Vice President, General Counsel and Secretary:	Kathleen Boege
Senior Vice President, Acting Chief Financial Officer:	William G. Fanelli
Senior Vice President, Chief Information Officer:	Guy Thier
Vice President, Treasurer:	Susan Rehorst
Assistant Secretary:	Earl J. Acquaviva, Jr.
Assistant Secretary:	Ronald E. Siegel

Address for All Directors & Officers:  
8700 West Bryn MAwr Avenue  
Chicago, IL 60631

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

*I, Jennifer Brunner, 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 business entities; that said records show **BALLY TOTAL FITNESS OF MINNESOTA, INC.**, an Ohio corporation, Charter No. 684395, having its principal location in Akron, County of Summit, was incorporated on August 25, 1986 and is currently in **GOOD STANDING** upon the records of this office.*

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TALLAHASSEE, FLORIDA



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 27th day of July, A.D. 2009*

A handwritten signature in cursive script, appearing to read "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V2009208J891A8