PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM. FILED



FLORIDA DEPARTMENT OF STATE

and the September of

	RPORATION STATEMENT	Kati Seci Division	OI MAR 22 PM 3: 13 SECRETARY OF STATE TALLAHASSEE FLORIDA			
1. Corpora	JMENT # F44000 stion Name Lubs, Inc.	00657S		TALLAI	ikasir i re	
2. Principal Office Address 3. Mailing Offi			Address	_		
5020 Franklin Drive 5020		5020 Frank	clin Drive			
Suite, Apt. #, etc. Suite, Apt.				4. Date Incorporated or To Do Business in Flo	* 1	
City & State City & State					orida 12/23/94	And Section 1
Pleasanton, California		Pleasantor	n.California	5. FEI Number 34 - 1747	051	Applied For Not Applicable
Zip	Country	Zip	Country	6. CERTIFICATE OF STATU		dditional Fee required
94588	USA	94588	USA	CERTIFICATE OF STATE	for a	Certificate of Status
8. I, being	Corporation Service Street Address (P.O. Box Number 1201 Hays Street Sulte, Apt. #, Etc. City Tallahassee appointed the registered agent of the	is Not Acceptable)		State FL the obligations of section 607.050		CR2E061 (9/00)
Signature of Registered		REGISTERED AGENT			3-21-2001	CRZE
Signature of Registered	Agefit / POCC /	REGISTERED AGENT r and/or Director (Florida r	MUST SIGN	at least 3 directors)	3-21-2001	
Signature of Registered A	and Street Addresses of Each Office	REGISTERED AGENT r and/or Director (Florida r	MUST SIGN nonprofit corporations must list Street Address of Officer and/or Dir	at least 3 directors)	City / State / 2	Zlp .

(425)416-3100

SIGNATURE: Anthony J. Bakos, II, Secretary

SIGNATURE AND TOPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Doil

Daytime Phone #

as Jak

Q Clubs Inc.

Directors

Jack Murphy c/o 24 Hour Fitness, 5020 Franklin Drive, Pleasanton, CA 94588 Mark Mastrov c/o 24 Hour Fitness, 5020 Franklin Drive, Pleasanton, CA 94588 David King c/o 24 Hour Fitness, 5020 Franklin Drive, Pleasanton, CA 94588 George McCown c/o 24 Hour Fitness, 5020 Franklin Drive, Pleasanton, CA 94588

Officers

Name	Office(s)
Brian Bouma	President
David Riggan	Chief Financial Officer;
Colin Heggie	Executive Vice President
Anthony J. Bakos II	Exec. Vice President and General
	Counsel; Secretary
John DeMatteo	Sr. Vice President and Assistant Secretary

The address for each officer listed above is 5020 Franklin Drive, Pleasanton, CA 94588



ACCOUNT NO. : 072100000032

REFERENCE: 065369

AUTHORIZATION

COST LIMIT : \$ 900.00

ORDER DATE: March 2, 2001

ORDER TIME : 11:16 AM

ORDER NO. : 065369-010

CUSTOMER NO: 5022606

CUSTOMER: Ms. Barbara Finkle 24 Hour Fitness Inc

5020 Franklin Drive

Pleasanton, CA 94588

CHANGE OF AGENT/REINSTATMENT

NAME: Q CLUBS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull