

F95000004522

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

100001576591
-03/05/95--01003--003
*****70.00 *****70.00

SUBJECT: Lifetime Fitness Personal Training & Rehabilitation, 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:

W95-17829

Deborah A. Martin

(Name of Person)

Lifetime Fitness Personal Training & Rehabilitation Inc

(Firm/Company)

P. O. Box 740654

2397 Enterprise Rd

(Address)

Orange City, Fl 32774

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Deborah A. Martin

(Name of Person)

at (904) 775-1313
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 6, 1995

DEBORAH A. MARTIN
LIFETIME FITNESS & REHABILITATION, INC.
PO BOX 740654 / 2397 ENTERPRISE ROAD
ORANGE CITY, FL 32774

SUBJECT: LIFETIME FITNESS & REHABILITATION, INC.
Ref. Number: W95000017829

We have received your document for LIFETIME FITNESS & REHABILITATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 695A00041135

September 13, 1995

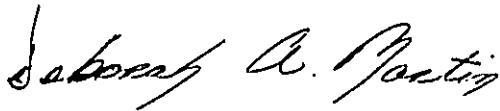
RE: Letter Number 695A00041135

Dear Sir

Enclosed please find a corrected copy of our Application By Foreign Corporation For Authorization To Transact Business in Florida.

If you have any questions please call Deborah A. Martin at 904-775-1313. Thank you for your time in this matter.

Sincerely

A handwritten signature in cursive script, appearing to read "Deborah A. Martin".

Deborah A. Martin

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. LIFETIME FITNESS & REHABILITATION, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 59-3304751
(FEI number, if applicable)
4. 6-21-95
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 9-1-95
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.133, F.S.))
7. Lifetime Fitness & Rehabilitation, Inc.
P. O. Box 740654 Orange City, Fl 32774
(Current mailing address)
8. Personal Fitness Training and Rehabilitation
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Deborah A. Martin
Office Address: 2397 Enterprise Road
Orange City, Fl , Florida , 32763
(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.

X

Deborah A. Martin
(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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Deborah A. Martin

Address: 2979 Day Road Unit D, Deltona, Fl 32738

Vice Chairman: Dennis D. Martin

Address: 2979 Day Road Unit D, Deltona, Fl 32738

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Deborah A. Martin

Address: 2979 Day Road Unit D, Deltona, Fl 32738

Vice President: _____

Address: _____

Secretary: Dennis D. Martin

Address: 2979 Day Road Unit D, Deltona, Fl 32738

Treasurer: Dennis D. Martin

Address: 2979 Day Road Unit D, Deltona, Fl 32738

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

13. Deborah A. Martin
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Deborah A. Martin Chairperson/President
(Typed or printed name and capacity of person signing application)

14537 300459 2151

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "LIFETIME FITNESS & REHABILITATION, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JUNE, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE SUSSEX COUNTY RECORDER OF DEEDS FOR RECORDING.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 19 AM 8:46



Edward J. Freel

Secretary of State

2517957 8100

950137912

AUTHENTICATION:

7550248

DATE:

06-23-95

CERTIFICATE OF INCORPORATION
OF
LIFETIME FITNESS & REHABILITATION, INC.
A CLOSE CORPORATION

FIRST: The name of the corporation is:

LIFETIME FITNESS & REHABILITATION, INC.

SECOND: Its registered office in the State of Delaware is located at 25 Greystone Manor, Lewes, DE 19958-9776, County of Sussex. The registered agent in charge thereof is *Harvard Business Services, Inc.*

THIRD: The purpose of the corporation is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation is authorized to issue is 1,500 shares having a par value of \$ 0.00 per share.

FIFTH: The corporation shall make no offering of any of its stock which would constitute a "public offering" within the meaning of the U.S. Act of 1933, as amended.

SIXTH: The corporation shall be managed by the stockholders without a Board of Directors. The stockholders need not call a meeting to elect directors. The stockholders are deemed to be directors and shall be subject to all liabilities of the Directors under section 351 of the Delaware Code. The initial stockholders shall be:

DEBORAH A. MARTIN / DENNIS D. MARTIN
2397 ENTERPRISE RD.
ORANGE CITY, FL 32763

SEVENTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

EIGHTH: All of the issued stock shall be subject to the following restriction on transfer permitted by Section 202 of the General Corporation Law: "Each stockholder shall offer to the Corporation or to other stockholders of the corporation a thirty (30) day first refusal option to purchase his stock should he elect to sell his stock."

NINTH: The incorporator is Harvard Business Services, Inc., whose mailing address is 25 Greystone Manor, Lewes, DE 19958-9776. The powers of the incorporator are to terminate upon the filing of this certificate of incorporation.

TENTH: To the fullest extent permitted by the Delaware General Corporation Law a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

I, Richard H. Bell, for the purpose of forming a corporation under the laws of Delaware do make and file this certificate, and do certify that the facts herein stated are true; and have accordingly signed below, this 21st day of June, 1995.

Signed and Attested to by:



Richard H. Bell, President & Secretary

RECORDED OF DEEDS
FRANCIS J. KRAUSKAS

05 JUN 29 PM 1:51

SUSSEX COUNTY
DOC. SURCHARGE PAID

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/21/1995
950137912 - 2517957

RECORDER OF DEEDS
FRANCIS X. RASKAUSKAS

95 JUN 29 PM 1:51

SUSSEX COUNTY
DOC. SURCHARGE PAID

HARVARD

State of Delaware

Sussex County

} SS

Recorded in the office for the Recording of Deeds, etc. at Georgetown
in and for the said County of Sussex in MISC Record Vol. 459
Page 151 Sec. the 29 day of June A. D. 1995
WITNESS my hand and seal of the same office.

F. X. Raskauskas Recorder

Francis X. Raskauskas

200-220 6125