

Document Number Only

F98000002994

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

100002536871--2
-05/27/98--01081--002
*****70.00 *****70.00

CORPORATION(S) NAME

Fitness Nation USA, Inc.

Profit

NonProfit

Limited Liability Company

Foreign

Amendment

Dissolution/Withdrawal

Annual Report

Fict. Filing

Limited Partnership

Reinstatement

Limited Liability Partnership

Certified Copy

Photo Copies

Merger

Mark

Other

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UCC-1 UCC-3

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MAY 27 1998

Thanks, Melanie ☺

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. Fitness Nation USA, 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. Ohio
(State or country under the law of which it is incorporated)
3. 31-1516643
(FEI number, if applicable)
4. March 18, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 154 Commerce Boulevard, Loveland, Ohio 45140-6399
(Current mailing address)
8. The purchase and sale of fitness equipment and all other purposes permitted by law.
(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:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Carol Reed
(Registered Agent Signature) (Officer)
Assistant Secretary
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: C. Winfield Scott

Address: 154 Commerce Boulevard
Loveland, Ohio 45140-6399

Director: _____

Address: _____

B. OFFICERS

President: C. Winfield Scott

Address: 154 Commerce Boulevard
Loveland, Ohio 45140-6399

Vice President: _____

Address: _____

Secretary: John Cullinan

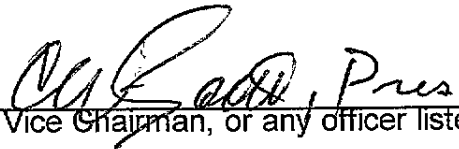
Address: 154 Commerce Boulevard
Loveland, Ohio 45140-6399

Treasurer: C. Winfield Scott

Address: 154 Commerce Boulevard

Loveland, Ohio 45140-6399

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

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

14. C. Winfield Scott, President
(Typed or printed name and capacity of person signing application)

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UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, Bob Taft, 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 FITNESS NATION USA, INC., an Ohio corporation, Charter No. 971326, having its principal locationn in Loveland, County of Hamilton, was incorporated on March 18th, 1997 and is currently in GOOD STANDING upon the records of this office.

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*WITNESS my hand and official
seal at Columbus, Ohio on
April 27, 1998*

Bob Taft

Bob Taft
Secretary of State