

CORPORATE ACCESS, INC.
 111-D Thomasville Road Mount Vernon Square, Tallahassee, Florida 32303
 P.O. Box 37066 (32314-7066) (850) 222-2666 or (800) 969-1666 Fax (800) 222-1666

98000005085

WALK IN
PICK UP 8/31/98 3:00 PM ☺

☐ **CERTIFIED COPY** ☐ **CUS**
☒ **PHOTO COPY** ☒ **FILING Foreign**

1.) The Sports Club Company, Inc.
 (CORPORATE NAME & DOCUMENT #)

2.) _____
 (CORPORATE NAME & DOCUMENT #) 000002629020--5
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 *****70.00 *****70.00

3.) _____
 (CORPORATE NAME & DOCUMENT #)

4.) _____
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5.) _____
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6.) _____
 (CORPORATE NAME & DOCUMENT #) W98-19918

7.) _____
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8.) _____
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9.) _____
 (CORPORATE NAME & DOCUMENT #)

10.) _____
 (CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

RECEIVED
 98 AUG 31 PM 2:50
 DIVISION OF CORPORATION
 TALLAHASSEE, FLORIDA
FILED
 98 SEP 10 AM 10:55
 9110



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
98 SEP 10 AM 9:50
DIVISION OF CORPORATION

August 31, 1998

CORPORATE ACCESS, INC.
1116-D THOMASVILLE ROAD
TALLAHASSEE, FL 32303

SUBJECT: THE SPORTS CLUB COMPANY, INC.
Ref. Number: W98000019918

We have received your document for THE SPORTS CLUB COMPANY, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 698A00044854

Corrected
9/10/98
(Signature)

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Lois J. Barberio do hereby certify
(Name)

that this Resolution of the Board of Directors of _____
The Sports Club Company, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware
was duly adopted on September 1, 1998

Be it resolved, that The Sports Club Company, Inc.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name
SCY, Inc. for use in Florida.

Dated: September 1, 1998

Leif J. Barberis
Signature of club Chairman, Vice Chairman or any officer

Lois J. Barberio
type or print name

IN(519476)

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98 SEP 10 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. The Sports Club Company, 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. 95-4479735
(FEI number, if applicable)

4. February 15, 1994
(Date of Incorporation)

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

6. Approx. June 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 11100 Santa Monica Blvd., Suite 300
Los Angeles, CA 90025
(Current mailing address)

8. Certification of Incorporation states "... to engage in any lawful act or activity..." Company develops & manages health & fitness clubs.
(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: Nationscorp Registered Agents, Inc.

Office Address: 526 E. Park Ave.

Tallahassee, Florida, 32301
(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.

Ea Hand President
(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: See attached list for directors and officers

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

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. *Lois J. Barberio*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lois J. Barberio, Secretary
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP 10 AM 10:56

FILED

THE SPORTS CLUB COMPANY, INC.

DIRECTORS AND OFFICERS

1. David Michael Talla – Chairman
11100 Santa Monica Blvd., Suite 300
Los Angeles, CA 90025
2. Rex A. Licklider – Vice Chairman
11100 Santa Monica Blvd., Suite 300
Los Angeles, CA 90025
3. Nanette Pattee Francini – Director & Executive Vice President
11100 Santa Monica Blvd., Suite 300
Los Angeles, CA 90025
4. John M. Gibbons – Director, President & COO
11100 Santa Monica Blvd., Suite 300
Los Angeles, CA 90025
5. Brian J. Collins – Director
1995 Broadway, 3rd Floor
New York, New York 10025
6. Andrew Turner – Director
101 Sun Lane NE
Albuquerque, NM 87109
7. Dennison Veru – Director
250 Park Avenue, 2nd Floor
New York, New York 10177
8. Timothy O' Brien – CFO
11100 Santa Monica Blvd., Suite 300
Los Angeles, CA 90025
9. Lois J. Barberio – Secretary
11100 Santa Monica Blvd., Suite 300
Los Angeles, CA 90025

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE SPORTS CLUB COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE SPORTS CLUB COMPANY, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF FEBRUARY, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
98 SEP 10 AM 10:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9250494

DATE: 08-13-98