

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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R.A.C.

Change

1.) The Sports Club Company, Inc.

(CORPORATE NAME & DOCUMENT #)

200002782322--6
-02/22/99--01032--009
*****35.00 *****35.00

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

NOTIFICATION OF CORPORATION

99 FEB 22 AM 9:25

DR
2/22/99

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Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of DELAWARE submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: THE SPORTS CLUB COMPANY, INC.
(d/b/a in Fla SCY, INC.)

2. The mailing address of the corporation is: 11100 SANTA MONICA BLVD., SUITE 300,
LOS ANGELES, CA 90025

3. Date of incorporation/qualification: 9/10/98 Document number: E98000005085

4. The name and address of the current registered agent and office:

NATIONSCORP REGISTERED AGENTS, INC.

526 E. PARK AVENUE

TALLAHASSEE, FL 32301

5. The name and address of the new registered agent and office: (P. O. Box Not Accepted)

PARACORP INCORPORATED

236 EAST 6TH AVENUE

TALLAHASSEE, FL 32303

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Lois Barberio
(Signature of an officer, chairman or vice chairman of the board)

10/15/98
(Date)

Lois Barberio - Secretary
(Printed or typed name and title)

10/15/98
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Denise Zollner
(Signature of Registered Agent)

10/8/98
(Date)

DENISE ZOLLNER, ASSISTANT SECRETARY
If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)