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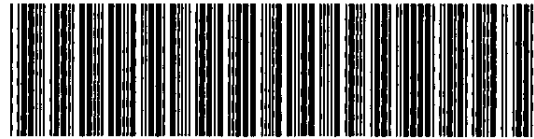
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TALLAHASSEE, FLORIDA

MAR - 3 2014

T. BROWN

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: One.23 Fitness Holdings, LLC**

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

**Angela Coates**

Name of Person

**Bingham Greenebaum Doll LLP**

Firm/Company

**300 W. Vine Street, Suite 1100**

Address

**Lexington, KY 40507**

City/State and Zip Code

**acoates@bgdlegal.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Angela Coates**

Name of Contact Person

at ( **859** ) **288-4605**

Area Code

Daytime Telephone Number

**MAILING ADDRESS:**

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &  
Certificate of Status

☐ \$155.00 Filing Fee &  
Certified Copy

☐ \$160.00 Filing Fee, Certificate  
of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A  
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. One.23 Fitness Holdings, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Kentucky

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 46-3071347

(FEI number, if applicable)

4. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 1056 Wellington Way, Suite 190

Lexington, KY 40513

(Street Address of Principal Office)

6. \_\_\_\_\_

(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Royce G. Pulliam, Manager

1056 Wellington Way, Suite 190

Lexington, KY 40513

8. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)



Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Royce G. Pulliam, Manager

Typed or printed name of signee

14 FEB 28 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

**One.23 Fitness Holdings, LLC**

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If unavailable, the alternate to be used in the state of Florida is:

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2. The name and the Florida street address of the registered agent and office are:

**Capitol Corporate Services, Inc.**

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(Name)

**155 Office Plaza Drive, Ste A**

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Florida Street Address (P.O. Box NOT ACCEPTABLE)

**Tallahassee**

**FL 32301**

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City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.*

*Olivia Case asst. sec.*  
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

**Commonwealth of Kentucky**  
**Alison Lundergan Grimes, Secretary of State**

Alison Lundergan Grimes  
Secretary of State  
P. O. Box 718  
Frankfort, KY 40602-0718  
(502) 564-3490  
<http://www.sos.ky.gov>

**Certificate of Existence**

Authentication number: 148367

Visit <https://app.sos.ky.gov/ftshow/certvalidate.aspx> to authenticate this certificate.

I, Alison Lundergan Grimes, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,


**One.23 Fitness Holdings, LLC**

is a limited liability company duly organized and existing under KRS Chapter 14A and KRS Chapter 275, whose date of organization is February 8, 2013 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 14A.6-010 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 27<sup>th</sup> day of February, 2014, in the 222<sup>nd</sup> year of the Commonwealth.



  
Alison Lundergan Grimes  
Secretary of State  
Commonwealth of Kentucky  
148367/0849459