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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

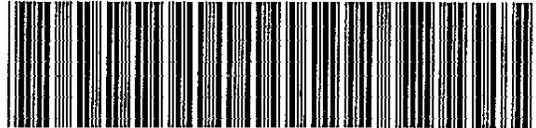
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W03-12128



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04/28/03--01125--013 **78.75

ALLIANCE SEC. INC.

03 MAY 19 AM 9:02

FILED

05/20/03--01034--017 **46.25



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 29, 2003

AMY DIPASQUALE
18211-D FLOWER HILL WAY
GAITHERSBURG, MD 20879

SUBJECT: FITNESS FIRST LEASING LLC
Ref. Number: W03000012128

TALLAHASSEE, FLORIDA

03 MAY 19 AM 9:02

FILED

We have received your document for FITNESS FIRST LEASING LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 903A00025903

FITNESS FIRST

HEALTH CLUBS

FLORIDA • VIRGINIA • MARYLAND • WASHINGTON DC

April 24, 2003

To Whom It May Concern:

Please accept this application to transact business in Florida.

Sincerely,



Amy DiPasquale
Director of Operations
Fitness First Health Clubs

PAUL PASQUALE

03 MAY 19 AM 9:02

FILED

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Fitness First Leasing LLC
(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:

Amy Dipasquale
(Name of Person)

Fitness First
(Firm/Company)

18211-D Flower Hill way Gaithersburg MD 20879
(Address)

(City/State and Zip code)

For further information concerning this matter, please call:

Amy Dipasquale at (301) 963-1500
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

TALLAHASSEE FLORIDA
03 MAY 19 AM 9:02

FILED

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Fitness First Leasing LLC
(Name of foreign limited liability company)

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

3. ~~055~~ 05-560125
(FEI number, if applicable)

4. 3/7/03
(Date of Organization)

5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 18211-D Flower Hill way
Gaithersburg MD 20879
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Peter Harvey
9300 Rapley Preserve Dr
Potomac, MD 20854

10. 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.)

11. Nature of business or purposes to be conducted or promoted in Florida:

lease fitness equipment to health clubs

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

[Signature]
Typed or printed name of signee

FILED
03 MAY 19 AM 9:02
TALLAHASSEE, FLORIDA

STATE OF MARYLAND
Department of Assessments and Taxation

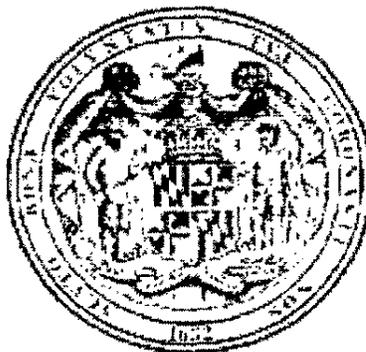
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO LIMITED LIABILITY COMPANIES OR THE RIGHTS OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT FITNESS FIRST LEASING, LLC IS A LIMITED LIABILITY COMPANY EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND, AND THAT THE LIMITED LIABILITY COMPANY IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MARCH 11, 2003.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097