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03 JUL 24 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 16, 2003

AMY DIPASQUALE
18211 D FLOWER HILL WAY
GAITHERSBURG, MD 20879

SUBJECT: FITNESS FIRST OF PLANTATION, LLC
Ref. Number: W03000020123

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TALLAHASSEE, FLORIDA

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We have received your document for FITNESS FIRST OF PLANTATION, LLC and your check(s) totaling \$250.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

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: 803A00041735

FITNESS FIRST

HEALTH CLUBS

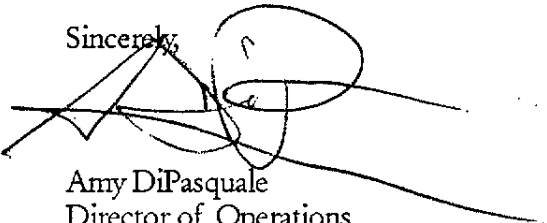
FLORIDA • VIRGINIA • MARYLAND • WASHINGTON DC

July 10, 2003

To Whom It May Concern:

Please accept the following applications for JRCC Health, LLC and Fitness First of Plantation, LLC to transact business in Florida.

Sincerely,



Amy DiPasquale
Director of Operations
Fitness First Health Clubs

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUL 24 AM 8:25

FILED

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

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

1. Fitness First of Plantation, LLC
(Name of foreign limited liability company)
2. Maryland
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 56-2374036
(FEI number, if applicable)
4. 7/2/03
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. n/a 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~~ 18211-D Flower Hill way
Gaithersburg, MD 20879
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: Health club

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.)

Peter B. Harvey
Typed or printed name of signee

SECRETARY OF
TALLAHASSEE, FLORIDA

03 JUL 24 AM 8:25

FILED

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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:

Fitness First of Plantation LLC

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

CT Corporation
(Name)

1200 S. Pine Island Rd
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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 608, F.S.


(Signature)

STACY ROSENTHAL

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

STATE OF MARYLAND
Department of Assessments and Taxation

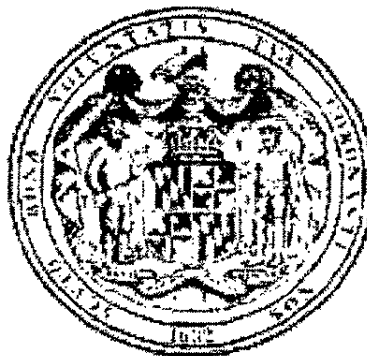
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO LIMITED LIABILITY COMPANIES OR THE RIGHTS OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS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

I FURTHER CERTIFY THAT FITNESS FIRST OF PLANTATION, 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 JULY 03, 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
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