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From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
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FOREIGN LIMITED LIABILITY COMPANY

Laterra, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
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**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. Laterra, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-0982917  
(FEI number, if applicable)
4. October 29, 2003  
(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. 824 Market Street, Suite 900  
Wilmington, DE 19081  
(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:  
H. Vaughan Blaxter, III, 1800 Grant Building, Pittsburgh, PA 15219  
Carol J. Gusick Riley, 1900 Grant Building, Pittsburgh, PA 15219  
Russell W. Ayres, III, 1900 Grant Building, Pittsburgh, PA 15219  
See attached for additional managers.
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: Spa, club and  
retail operations.

John A. Svorcek  
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.)  
John A. Svorcek, Vice President  
Typed or printed name of signee

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## Exhibit A

Name of ManagerAddress

Bartley J. Rahuba	1800 Grant Building, Pittsburgh, PA 15219
David E. Head, Jr.	18300 Scenic Highway 98, Suite B, Fair Hope, AL 36564
David Leffard	P.O. Box 230, Point Clear, AL 36564
Wayne Sloan	200-1 Registry Boulevard, St. Augustine, FL 32092
Joseph G. Petak	1800 Grant Building, Pittsburgh, PA 15219
John A. Svorcek	1800 Grant Building, Pittsburgh, PA 15219
Mark M. Poljak	1800 Grant Building, Pittsburgh, PA 15219
Eric C. Johnson	2000 Grant Building, Pittsburgh, PA 15219
Carol J. Cusick Riley	1900 Grant Building, Pittsburgh, PA 15219
Edward F. Kolano	2000 Grant Building, Pittsburgh, PA 15219
Elizabeth A. Fanning	2000 Grant Building, Pittsburgh, PA 15219

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**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:

Lattera, LLC

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

CT Corporation System

(Name)

660 East Jefferson Street

Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee,

FL 32301

(City/State/Zip)

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*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.*

Liamn Davis / asst secy  
(Signature)

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

# Delaware

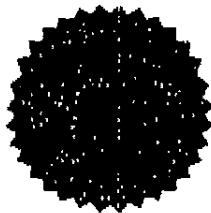
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LATERRA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE



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040277630

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3055112

DATE: 04-15-04