

Division JAN 11 2008 1:58 PM

C S C

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Florida Department of State
 Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Wellbridge Club Management, L.L.C.

Joyce

Certificate of Status	0
Certified Copy	0
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D. BRUCE

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EXAMINER

JAN. 11. 2008 1:59PM C S C

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H08000008753

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

IN COMPLIANCE WITH SECTION 608.08, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Wellbridge Club Management, L.L.C.

(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 and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

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

3. _____

(FBI number, if applicable)

4. 12/31/2007

(Date of Organization)

5. Perpetual

(Duration: Your limited liability company will continue to exist or "perpetual")

6. 1/1/2008

(Date first transacted business in Florida, if prior to registration. (See sections 608.001 & 608.0027, F.S. to determine penalty liability))

7. 8400 East Crescent Parkway, #200

Greenwood Village, CO 80111

(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:

Starpark Management Holdings, L.L.C.

8400 East Crescent Parkway, #200

Greenwood Village, CO 80111

10. Attached is an original certificate of existence, not 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 industry.

Signature of a member or an authorized representative of a member.
(In accordance with section 608.403(2), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Eddie D. Williams

Typed or printed name of signer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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:

Wellbridge Club Management, L.L.C.

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

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

Corporation Service Company

(Name)

1201 Hays 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, Florida Statutes.

Corporation Service Company

BY: Joyce L. Markley
(Signature)

Joyce L. Markley
as its agent

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

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WELLBRIDGE CLUB MANAGEMENT, L.L.C." 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 ELEVENTH DAY OF JANUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WELLBRIDGE CLUB MANAGEMENT, L.L.C." WAS FORMED ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1986.

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TALLAHASSEE, FLORIDA



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You may verify this certificate online at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6304612

DATE: 01-11-08

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