

Division JAN. 2008 2:36 PM

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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H0800000882739

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2008 JAN 11 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

Wellbridge Licensing, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

Jesse

Electronic Filing Menu

Corporate Filing Menu

J. BRYAN

JAN 15 2008

EXAMINER

1/11/2008

JAN. 11. 2008 2:36PM

C S C

NO. 360 P. 4

H08000008827

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

**IN COMPLIANCE WITH SECTION 608.13, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:**

1. Wellbridge Licensing, 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. Colorado

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

3.

(FEL number, if applicable)

4. 12/28/2007

(Date of Organization)

5. Perpetual

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

6. 1/1/2008

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 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:

Wellbridge Club Management, 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 608.401 (3), 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

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JAN. 11. 2008 2:36PM C S C

NO. 360 P. 5

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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 Licensing, 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

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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JAN 11 AM 8:29

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C S C

NO. 360 P. 6

H08000008827

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Mike Coffman, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

Wellbridge Licensing, L.L.C.

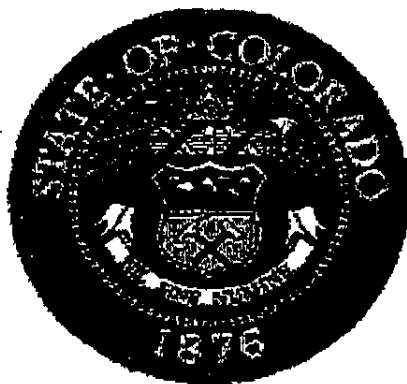
is a

Limited Liability Company

formed or registered on 02/05/1999 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 19991022637.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 01/08/2008 that have been posted, and by documents delivered to this office electronically through 01/11/2008 @ 10:59:15.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 01/11/2008 @ 10:59:15 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6976777.



Mike Coffman

Secretary of State of the State of Colorado

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/certificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us> click Business Center and select "Frequently Asked Questions."