

# 11000005602  
 Dec 17 2010 9:00AM PF Miami Developers, LLC 094885001  
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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 : PF MIAMI DEVELOPERS  
 Account Number : I20100000077  
 Phone : (609) 468-7622  
 Fax Number : ~~(732) 987-3537~~ 609-488-5761

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\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: IRA.WARHAETIG@PlanetFitness.com

Foreign Limited Liability Company  
 PF Hialeah, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

K. SALY  
 EXAMINER

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H10002703283

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** PF Hialeah, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Scott Linsky

Name of Person

PF Miami Developers, LLC

Firm/Company

12682 NW 68th Drive

Address

Parkland, FL 33076

City/State and Zip Code

ira.warhaftig@planetfitnessmiami.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ira Warhaftig

Name of Person

at ( 609 )

312-7467

Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

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

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

\$125.00 Filing Fee

\$130.00 Filing Fee &  
Certificate of Status

\$155.00 Filing Fee &  
Certified Copy

\$160.00 Filing Fee, Certificate  
of Status & Certified Copy

HF 1000270928

**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. PF Hialeah, LLC

(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. State of Delaware

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

3. 27-4278992

(FEI number, if applicable)

4. December 14, 2010

(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, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 12682 NW 68th Drive, Parkland, FL 33076

(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:

David Bidwell, 26 Ernest Drive, Lanoka Harbor, NJ 08734

Scott Linsky, 12682 NW 68th Drive, Parkland, FL 33076

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: \_\_\_\_\_

any and all lawful business

\_\_\_\_\_  
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

David Bidwell

\_\_\_\_\_  
Typed or printed name of signee

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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:

**PF Hialeah, LLC**

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

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

**Scott Linsky**

(Name)

**12682 NW 68th Drive**

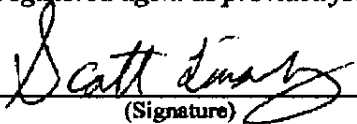
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

**Parkland**

**FL 33076**

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.*



(Signature)

- \$ 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

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## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PF HIALEAH, 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 SIXTEENTH DAY OF DECEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PF HIALEAH, LLC" WAS FORMED ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2010.

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

4912507 8300

101201579



You may verify this certificate online at [corp.delaware.gov/authvcr.shtml](http://corp.delaware.gov/authvcr.shtml)

*Jeffrey W. Bullock*  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8435766

DATE: 12-16-10