

# P00000042746

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June 12, 2000

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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: Merger of Lifestyle Family Fitness (Seminole), Inc.  
Lifestyle Family Fitness (Largo), Inc. and Member Service  
Center, Inc. into Lifestyle Family Fitness II, Inc.

Dear Ms. Mortham:

Please find enclosed two originals of the Articles of Merger for Lifestyle Family Fitness (Seminole), Inc., Lifestyle Family Fitness (Largo), Inc. and Member Service Center, Inc. merging into Lifestyle Family Fitness II, Inc., a Florida corporation. Please also find enclosed a check made payable to the Florida Secretary of State for \$ 158.75 which represents the filing fee for the Articles of Merger (\$35.00 for each of four parties) and the fee for a certified copy of the Articles of Merger (\$8.75).

Kindly send me the certified copy of the Articles of Merger for this merger transaction after they are filed. Please call me if you have any questions.

*Ernest Mascara gave Authorization  
to re-title Doc. 6/21 JB*

Very truly yours,

*Ernest L. Mascara*  
Ernest L. Mascara

ELM/jsp

Enclosures as noted

*Merger*

V. SHEPARD JUN 21 2000

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LIFESTYLE FAMILY FITNESS (SEMINOLE), INC., a Florida corporation  
(Document #P97000055086)

LIFESTYLE FAMILY FITNESS (LARGO), INC., a Florida corporation (Document  
#P99000035096)

MEMBER SERVICE CENTER, INC., a Florida corporation (Document  
#P98000106387)

INTO

**LIFESTYLE FAMILY FITNESS II, INC.,** a Florida entity, P00000042746

File date: June 15, 2000

Corporate Specialist: Louise Flemming-Jackson

Plan  
and

**ARTICLES OF MERGER OF LIFESTYLE FAMILY FITNESS  
(SEMINOLE), INC., LIFESTYLE FAMILY FITNESS  
(LARGO), INC., AND MEMBER SERVICE CENTER, INC.  
all Florida corporations**

**INTO**

**LIFESTYLE FAMILY FITNESS II, INC.  
a Florida corporation**

Pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act, the undersigned corporations, namely **LIFESTYLE FAMILY FITNESS (SEMINOLE), INC., LIFESTYLE FAMILY FITNESS (LARGO), INC., AND MEMBER SERVICE CENTER, INC.**, all Florida corporation adopt the following Articles of Merger for the purpose of merging into **LIFESTYLE FAMILY FITNESS II, INC.**, a Florida corporation:

1. The following Plan of Merger was approved by the shareholders of Lifestyle Family Fitness (Seminole), Inc., Lifestyle Family Fitness (Largo), Inc., Member Service Center, Inc. and Lifestyle Family Fitness II, Inc., all Florida corporations:

(a) Lifestyle Family Fitness (Seminole), Inc., Lifestyle Family Fitness (Largo), Inc., and Member Service Center, Inc. shall be merged into Lifestyle Family Fitness II, Inc., which shall be the surviving corporation.

(b) There are no conditions to the merger except that the merger shall constitute a tax free merger under the applicable terms and provisions of the United States Internal Revenue Code.

(c) The shareholders of Lifestyle Family Fitness (Seminole), Inc., Lifestyle Family Fitness (Largo), Inc., and Member Service Center, Inc. shall receive shares of common stock of Lifestyle Family Fitness II, Inc. as consideration for said merger, which share ownership shall be in accordance with the allocation agreed to between said shareholders.

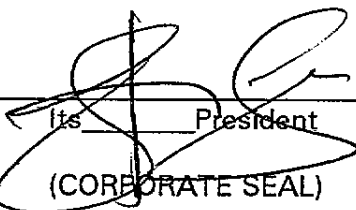
2. The date of adoption of the Plan of Merger by the shareholders of Lifestyle Family Fitness (Seminole), Inc., Lifestyle Family Fitness (Largo), Inc., and Member Service Center, Inc. is June 7, 2000. The date of adoption of the Plan of Merger by the shareholders of Lifestyle Family Fitness II, Inc. was on June 7, 2000.

3. All of the shareholders of Lifestyle Family Fitness (Seminole), Inc., Lifestyle Family Fitness (Largo), Inc., Member Service Center, Inc. and Lifestyle Family Fitness II, Inc. unanimously approved the Plan of Merger which shall be effective as of June 8, 2000.

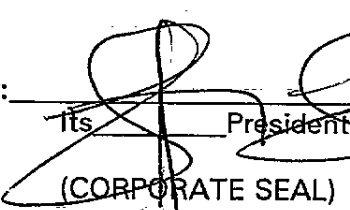
**IN WITNESS WHEREOF**, for purposes of merging Lifestyle Family Fitness (Seminole), Inc., Lifestyle Family Fitness (Largo), Inc., and Member Service Center, Inc. into Lifestyle Family Fitness II, Inc., the undersigned have executed these Articles of Merger this 7th day June, 2000.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 JUN 15 AM 11:34

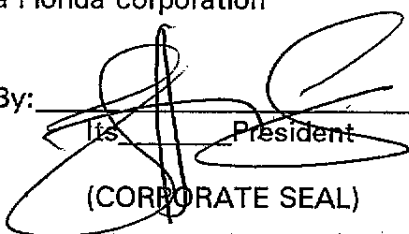
**LIFESTYLE FAMILY FITNESS (LARGO),  
INC.,** a Florida corporation

By:   
Its President  
(CORPORATE SEAL)

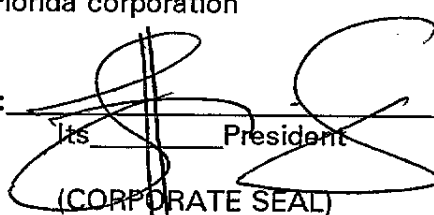
**LIFESTYLE FAMILY FITNESS (SEMINOLE),  
INC.,** a Florida corporation

By:   
Its President  
(CORPORATE SEAL)

**MEMBER SERVICE CENTER, INC.,**  
a Florida corporation

By:   
Its President  
(CORPORATE SEAL)

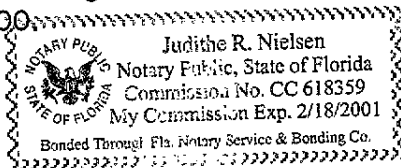
**LIFESTYLE FAMILY FITNESS II, INC.,**  
a Florida corporation

By:   
Its President  
(CORPORATE SEAL)

STATE OF FLORIDA           )  
COUNTY OF ~~PINELLAS~~    )  
                  Hillsborough

Before me, the undersigned authority, personally appeared **Geoffrey A. Dyer**, the President of **LIFESTYLE FAMILY FITNESS (SEMINOLE), INC., LIFESTYLE FAMILY FITNESS (LARGO), INC., MEMBER SERVICE CENTER, INC., and LIFESTYLE FAMILY FITNESS II, INC.**, who is to me well known to be the person described in and who subscribed to the above articles of merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

*Tampa* IN WITNESS WHEREOF, I have hereunder set my hand and my official seal, at St. Petersburg, Florida, in said County and State this 7<sup>th</sup> day of June, 2000.



(SEAL)

*Judith R. Nielsen*  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
Print Name of Notary

My commission expires: 2/18/2001