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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SCANDINAVIAN HEALTH SPA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

05 AUG 16 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

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(Document number of corporation (if known))

1. SCANDINAVIAN HEALTH SPA, INC.

(Name of corporation as it appears on the records of the Department of State)

2. OHIO

(Incorporated under laws of)

3. JULY 24, 1987

(Date authorized to do business in Florida)

FILED
05 AUG 16 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 8-8-05

5. BALLY TOTAL FITNESS OF THE MIDWEST, INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Ronald E Siegel
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

RONALD E. SIEGEL

(Typed or printed name of person signing)

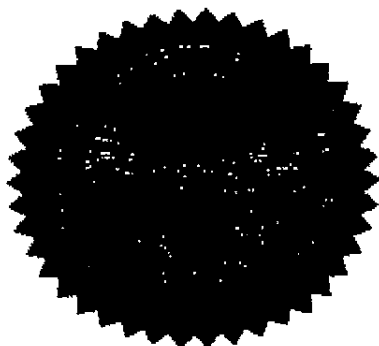
8-4-05
(Date)

ASSISTANT SECRETARY

(Title of person signing)

**UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show a Certificate of Amendment of SCANDINAVIAN HEALTH SPA, INC., an Ohio Corporation, Charter No. 426498, changing its corporate title to: BALLY TOTAL FITNESS OF THE MIDWEST, INC., was filed August 08, 2005. Said Corporation, BALLY TOTAL FITNESS OF THE MIDWEST, INC., an Ohio Corporation, Charter No. 426498, having its principal location in Akron, County of Summit, was incorporated on June 26, 1972, is in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 9th day of August, A.D. 2005.*

J. Kenneth Blackwell
Ohio Secretary of State