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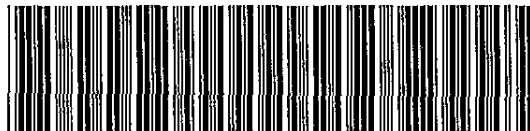
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amend.

C. Donato JUN 28 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 775952 4308537

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 35.00

ORDER DATE : June 24, 2004

ORDER TIME : 10:21 AM

ORDER NO. : 775952-020

CUSTOMER NO: 4308537

CUSTOMER: Ms. Barbara Alder
Paul Hastings Janofsky &
17th Floor
695 Town Center Drive
Costa Mesa, CA 92626-1924

DOMESTIC AMENDMENT FILING

NAME: L.A. FITNESS FLORIDA, INC.

EFFECTIVE DATE: -

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
L.A. FITNESS-FLORIDA, INC.
a Florida corporation

FILED
04 JUN 28 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

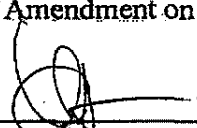
1. The name of this Corporation is L.A. Fitness-Florida, Inc. (this "Corporation").
2. Article III of the Articles of Incorporation of this Corporation, as amended (the "Articles of Incorporation"), is amended to read as follows:

"The corporation is authorized to issue one class of Common Stock. The total number of shares of Common Stock which the corporation is authorized to issue is One Thousand (1,000), with a par value of \$1.00 per share. Upon the filing of this Certificate of Amendment, each share of Class A Common Stock (or fraction thereof) which is issued and outstanding immediately prior to the time of such filing and each share of Class B Common Stock (or fraction thereof) which is issued and outstanding immediately prior to the time of such filing shall be converted, without any action on the part of the holders thereof, into one (1) share of Common Stock (or fraction thereof)."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of this Corporation on June 24, 2004. This amendment has an effective date of June 25, 2004.

4. The foregoing amendment of the Articles of Incorporation was approved by the shareholders of this Corporation through two voting groups. The number of votes cast in favor of the foregoing amendment was sufficient for approval by the Company's Class A Common Stock. The number of votes cast in favor of the foregoing amendment was sufficient for approval by the Company's Class B Common Stock.

The undersigned has executed these Articles of Amendment on this 24th day of June, 2004.

By: 
Name: Louis Welch
Title: President