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**Florida Department of State  
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Account Name : CORPORATION SERVICE COMPANY/hzc  
Account Number : I20000000195  
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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**L.A. FITNESS - FLORIDA, INC.**

Certificate of Status	0
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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

*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:*

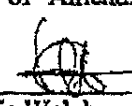
1. The name of this Corporation is L.A. Fitness-Florida, Inc. (this "Corporation").
2. Article III of the Articles of Incorporation of this Corporation, as amended (the "Articles of Incorporation"), is amended to read as follows:

"This Corporation is authorized to issue two classes of common stock designated as Class A Common Stock and Class B Common Stock. The total number of shares of Class A Common Stock which this Corporation is authorized to issue is One Hundred (100), par value of one dollar (\$1.00) per share. The total number of shares of Class B Common Stock which this Corporation is authorized to issue is Nine Hundred (900), par value of one dollar (\$1.00) per share. Each share of Class A Common Stock shall entitle the holder to one (1) vote. The Class B Common Stock shall be non-voting stock, except to the extent that a class vote is required under the Florida 1989 Business Corporation Act. In all other respects, the rights of the Class A Common Stock and Class B Common Stock shall be identical. Upon the filing of these Articles of Amendment, each share of common stock 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 0.10 shares of Class A Common Stock and 0.90 shares of Class B Common Stock."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of this Corporation, and has been recommended by the Board of Directors to this Corporation's shareholders, on December 15, 2004.

4. The foregoing amendment of the Articles of Incorporation was approved by the holders of all of this Corporation's common stock on December 15, 2004, which is the only group of this Corporation's shareholders entitled to vote on the foregoing amendment, and the number of votes in favor of the foregoing amendment was sufficient for approval.

The undersigned has executed these Articles of Amendment on this 15th day of December, 2004.

By:   
Name: Louis Welch  
Title: President