

P97000026457

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MERGER OR SHARE EXCHANGE

L.A. FITNESS, INC.

Certificate of Status	0
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Merger

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**ARTICLES OF MERGER
OF
L.A. FITNESS-FLORIDA, INC.
AND
L.A. FITNESS, INC.**

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Attached hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger (the "Plan of Merger") for merging L.A. Fitness-Florida, Inc., a Florida corporation (Document Number P97000026457) (the "Disappearing Corporation"), and other foreign corporations, with and into L.A. Fitness, Inc., a California corporation (the "Surviving Corporation").

2. The shareholders of the Disappearing Corporation entitled to vote on the Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 30, 2005 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of the Disappearing Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Surviving Corporation and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of the Surviving Corporation was December 30, 2005.

4. The effective time and date of the merger herein provided for in the State of Florida shall be as set forth in the Plan of Merger.

Dated: December 30, 2005.

Disappearing Corporation:

L.A. FITNESS-FLORIDA, INC.

By: [Signature]
Name: STAN YASUTA
Title: SECRETARY

Surviving Corporation:

L.A. FITNESS, INC.

By: [Signature]
Name: STAN YASUTA
Title: SECRETARY

LEGAL_US_W # 53130131.1

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EXHIBIT A
AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT OF MERGER (hereinafter called this "Merger Agreement") is made as of December 20, 2005, by and among L.A. Fitness, Inc., a California corporation ("Surviving Company"), L.A. Woman, Inc., a California corporation ("LA-Woman"), L.A. Fitness-Arizona, Inc., an Arizona corporation ("LA-Arizona"), and L.A. Fitness-Florida, Inc., a Florida corporation ("LA-Florida"). Each of LA-Woman, LA-Arizona and LA-Florida are sometimes referred to herein as a "Disappearing Company."

RECITALS

- A. Surviving Company was incorporated as a California corporation on December 28, 1988. Its authorized capital stock consists of 500,000 shares of Class A Common Stock, of which 9,921.18 shares are outstanding, and 4,500,000 shares of Class B Common Stock, of which 89,290.57 shares are outstanding.
- B. LA-Woman was incorporated as a California corporation on July 29, 1991. Its authorized capital stock consists of 100,000 shares of Class A Common Stock, of which 1,086.96 shares are outstanding, and 900,000 shares of Class B Common Stock, of which 9,782.6 shares are outstanding.
- C. LA-Arizona was incorporated as an Arizona corporation on March 24, 1993. Its authorized capital stock consists of 100,000 shares of Class A Common Stock, of which 2,717.38 shares are outstanding, and 900,000 shares of Class B Common Stock, of which 24,456.52 shares are outstanding.
- D. LA-Florida was incorporated as a Florida corporation on March 25, 1997. Its authorized capital stock consists of 100 shares of Class A Common Stock with a par value of \$1.00 per share, of which 10.86 shares are outstanding, and 900 shares of Class B Common Stock with a par value of \$1.00 per share, of which 97.84 shares are outstanding.
- E. The directors of the Surviving Company and the respective directors of each Disappearing Company deem it advisable and to their advantage that each Disappearing Company merge with and into Surviving Company upon the terms and conditions herein provided.

AGREEMENT

NOW, THEREFORE, the parties do hereby adopt and make themselves respectively parties to the plan of reorganization encompassed by this Merger Agreement and do hereby agree that each Disappearing Company shall merge into Surviving Company in accordance with the following terms, conditions and other provisions:

1. **Merger.** Each Disappearing Company shall be merged with and into Surviving Company (the "Merger"), and Surviving Company shall survive the Merger, effective upon the date when this Merger Agreement is made effective in accordance with applicable law (the "Effective Date").

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2. Articles of Incorporation and Bylaws. The Articles of Incorporation of Surviving Company and the Bylaws of Surviving Company in effect on the Effective Date, shall continue to be the Bylaws of Surviving Company without change or amendment until further amended in accordance with the provisions thereof and applicable law.

3. Board of Directors and Officers. From and after the Effective Date, the members of the Board of Directors of Surviving Company and the officers of Surviving Company shall be the Board of Directors and the corresponding officers of Surviving Company immediately before the Effective Date.

4. Succession. On the Effective Date, Surviving Company shall succeed to the rights and properties and be subject to the debts and liabilities of each Disappearing Company in the manner of and as more fully set forth in Section 1107 of the California Corporations Code.

5. Further Assurances. From time to time, as and when required by Surviving Company or by its successors and assigns, there shall be executed and delivered on behalf of each Disappearing Company such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in Surviving Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises, licenses, accreditations and authorities of each Disappearing Company, and otherwise to carry out the purposes of this Merger Agreement.

6. Common Stock and Partnership Interests of Surviving and Disappearing Companies. Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder of the Common Stock of each Disappearing Company,

(a) each share of Class A Common Stock of LA-Woman outstanding immediately prior thereto shall be converted into 0.62 shares of Class A Common Stock of Surviving Company and each share of Class B Common Stock of LA-Woman outstanding immediately prior thereto shall be converted into 0.62 shares of Class B Common Stock of Surviving Company;

(b) each share of Class A Common Stock of LA-Arizona outstanding immediately prior thereto shall be converted into 3.56 shares of Class A Common Stock of Surviving Company and each share of Class B Common Stock of LA-Arizona outstanding immediately prior thereto shall be converted into 3.56 shares of Class B Common Stock of Surviving Company;

(c) each share of Class A Common Stock of LA-Florida outstanding immediately prior thereto shall be converted into 1.65 shares of Class A Common Stock of Surviving Company and each share of Class B Common Stock of LA-Florida outstanding immediately prior thereto shall be converted into 1.65 shares of Class B Common Stock of Surviving Company.

The shares of Surviving Company outstanding immediately prior to the Merger shall not be changed by reason of the Merger.

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7. Stock Certificates. As soon as practicable after the Effective Date and upon surrender to Surviving Company of the certificate(s) which immediately prior to the Effective Date represented shares of the stock of a Disappearing Company, Surviving Company shall deliver to such person in whose name the surrendered certificate was issued, a certificate registered in the name of such person representing the Surviving Company Class A Common Stock and Class B Common Stock for which the stock previously represented by the surrendered certificate was exchanged in the Merger.

8. Approval. Surviving Company and each Disappearing Company have received all consents and approvals necessary for the consummation of the Merger and all other transactions contemplated thereby.

9. Governing Law. This Merger Agreement shall be governed by and construed in accordance with the internal laws of the State of California.

(Signature page follows)

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IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the Boards of Directors of Surviving Company and each Disappearing Company, is hereby executed on behalf of each of these corporations by their respective officers thereunto duly authorized.

Surviving Company:

L.A. FITNESS, INC.

By: [Signature]
Name: LOUIS WELCH
Title: President

By: [Signature]
Name: STAN YASER
Title: Secretary

Disappearing Company:

L.A. WOMAN, INC.

By: [Signature]
Name: LOUIS WELCH
Title: President

By: [Signature]
Name: STAN YASER
Title: Secretary

Disappearing Company:

L.A. FITNESS-ARIZONA, INC.

By: [Signature]
Name: LOUIS WELCH
Title: President

By: [Signature]
Name: STAN YASER
Title: Secretary

Disappearing Company:

L.A. FITNESS-FLORIDA, INC.

By: [Signature]
Name: LOUIS WELCH
Title: President

By: [Signature]
Name: STAN YASER
Title: Secretary

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**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

LOUIS WELCH and STAN YASITA certify that:

1. They are the president and secretary, respectively, of L.A. Fitness, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock voting together as a single class. The percentage vote required was more than 50% of the outstanding shares of Class A Common Stock and Class B Common Stock voting together as a single class.
4. There are two classes of common stock of the corporation: 9,921.18 outstanding shares of Class A Common Stock and 89,290.57 outstanding shares of Class B Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December __, 2005


Name: LOUIS WELCH
Title: President


Name: STAN YASITA
Title: Secretary

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**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

LOUIS WELCH and STAN YASUDA certify that:

1. They are the president and secretary, respectively, of L.A. Woman, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock voting together as a single class. The percentage vote required was more than 50% of the outstanding shares of Class A Common Stock and Class B Common Stock voting together as a single class.
4. There are two classes of common stock of the corporation: 1,086.96 outstanding shares of Class A Common Stock and 9,782.6 outstanding shares of Class B Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 30, 2005



Name: LOUIS WELCH
Title: President



Name: STAN YASUDA
Title: Secretary

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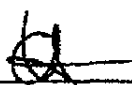
**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

LOUIS WELCH and STAN YASUDA certify that:

1. They are the president and secretary, respectively, of L.A. Fitness-Arizona, Inc., an Arizona corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock voting together as a single class. The percentage vote required was more than 50% of the outstanding shares of Class A Common Stock and Class B Common Stock voting together as a single class.
4. There are two classes of common stock of the corporation: 2,717.38 outstanding shares of Class A Common Stock and 24,456.52 outstanding shares of Class B Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 20, 2005



Name: LOUIS WELCH
Title: President



Name: STAN YASUDA
Title: Secretary

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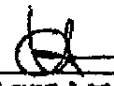
**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

LOUIS WELCH and STAN YASUDA certify that:

1. They are the president and secretary, respectively, of L.A. Fitness-Florida, Inc., a Florida corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock voting together as a single class. The percentage vote required was more than 50% of the outstanding shares of Class A Common Stock and Class B Common Stock voting together as a single class.
4. There are two classes of common stock of the corporation: 10.86 outstanding shares of Class A Common Stock and 97.84 outstanding shares of Class B Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 20, 2005



Name: LOUIS WELCH
Title: President



Name: STAN YASUDA
Title: Secretary

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