RI SOS Filing Number: 200951818460 Date: 09/29/2009 9:25 AM

Filing Fee: ***See Instructions*** **ID Number:** 509730

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

Bally Total Fitness of the Mid-Atlantic, Inc.

(Insert full name of surviving or new entity on this line.)

2009 SEP 29 AM 9:2

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [✓] Merger ***or*** [ ] Consolidation ***(check one box only)*** for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
Bally Total Fitness of Rhode Island, Inc. 3/4/15	Corporation	Rhode Island
Bally Total Fitness of the Mid-Atlantic, Inc.	Corporation	Delaware

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Bally Total Fitness of the Mid-Atlantic, Inc. which is to be governed by the laws of the state of Delaware

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. **(Attach Plan of Merger or Consolidation)**

e. If the surviving entity's name has been amended via the merger, please state the new name:

N/A

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

8700 W Bryn Mawr Ave., Chicago, Illinois

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing September 29, 2009 at 9:30 A.M.

• •

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

FILED
SEP 29 2009
By C 099943
9:25

Form No. 610
Revised: 06/06

b. Complete the following subparagraphs i and ii <u>only</u> if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is ______________________________

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) ______________________________

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

• •

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A <u>NON-PROFIT CORPORATION</u> PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for <u>each</u> such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; <u>OR</u> attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to <u>each</u> such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

• •

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A <u>LIMITED PARTNERSHIP</u> PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

____

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

• •

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Bally Total Fitness of Rhode Island, Inc.
Print Entity Name

By: X Kathleen Boege — Senior Vice President
Name of person signing — Title of person signing

By: X Kathleen Boege — Secretary
Name of person signing — Title of person signing

Bally Total Fitness of the Mid-Atlantic, Inc.
Print Entity Name

By: X Kathleen Boege — Senior V.P, General Counsel & Secretary
Name of person signing — Title of person signing

By: X Kathleen Boege — Secretary
Name of person signing — Title of person signing

509730

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Revenue
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

September 24, 2009

2009 SEP 29 AM 9:25

TO WHOM IT MAY CONCERN:

Re: BALLY TOTAL FITNESS OF RHODE ISLAND INC

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of

MERGER CORPORATION IS NON-SURVIVOR

Very truly yours,

David M. Sullivan

David M. Sullivan
Tax Administrator

Charles J. Larocque

Charles J. Larocque
Chief Revenue Agent
Corporations

AGREEMENT AND PLAN OF MERGER

OF

Bally Total Fitness of Rhode Island, Inc.
(a Rhode Island corporation)

with and into

Bally Total Fitness of the Mid-Atlantic, Inc.
(a Delaware corporation)

Pursuant to Section 252 of the Delaware General Corporation Law

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of September 1, 2009, by and among Bally Total Fitness of Rhode Island, a Rhode Island corporation (the "Merging Corporation"), and Bally Total Fitness of the Mid-Atlantic, Inc., a Delaware corporation (the "Surviving Corporation").

RECITALS

WHEREAS, the Board of Directors of the Surviving Corporation has determined that it is advisable and in the best interests of the Surviving Corporation and its sole stockholder to effect a business combination pursuant to which the Merging Corporation will merge with and into the Surviving Corporation (the "Merger") on the terms and subject to the conditions set forth herein;

WHEREAS, the Board of Directors of the Merging Corporation has determined that it is advisable and in the best interests of each of the Merging Corporation and its sole stockholder to effect the Merger on the terms and subject to the conditions set forth herein; and

WHEREAS, the sole stockholder of each of the Surviving Corporation and the Merging Corporation has adopted this Agreement and approved the Merger pursuant to the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants, and subject to the conditions set forth herein, the Parties agree as follows:

THE MERGER

1. At the Effective Time (as herein defined), the Merging Corporation shall be merged with and into the Surviving Corporation.

2. At the Effective Time, each outstanding share of stock of the Merging Corporation shall be extinguished without conversion into any stock, interest or obligation of the Surviving Corporation. The Surviving Corporation shall assume all assets, liabilities, rights and obligations of the Merging Corporation and the outstanding shares of common stock of the Surviving Corporation immediately prior to the Merger shall continue unchanged following the merger.

3. The certificate of incorporation of the Surviving Corporation shall continue to be its certificate of incorporation after the consummation of the Merger.

4. The bylaws of the Surviving Corporation shall continue to be its bylaws after the consummation of the Merger.

5. The directors and officers of the Surviving Corporation in office immediately prior to the Effective Time shall continue to be its directors and officers after the consummation of the Merger until their respective successors shall have been duly elected or appointed and qualified or until their earlier resignation, removal or replacement in accordance with the Surviving Corporation's certificate of incorporation and bylaws and the General Corporation Law of the State of Delaware ("DGCL").

6. The Merger shall be effective at 9:30 A.M. Eastern Time on September 29, 2009 (the "Effective Time").

7. The designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the Agreement, and the specification of each class and series entitled to vote as a class on the Agreement, are as follows:

Designation of each outstanding class and series of shares		Number of outstanding shares of each class		Designation of class and series entitled to vote		Classes and series entitled to vote as a class	
Merging Corporation	Surviving Corporation	Merging Corporation	Surviving Corporation	Merging Corporation	Surviving Corporation	Merging Corporation	Surviving Corporation
common stock, \$1.00; preferred stock, \$100	common stock, \$1.00	1,000; 15,070	13,064	Common stock; Preferred stock	Common stock	Common Stock; Preferred stock	N/A

8. The Agreement and the Merger provided for herein have been submitted for adoption and approval to, and have been adopted and approved by, (a) the sole stockholder of the Surviving Corporation in the manner prescribed by the provisions of the DGCL, and (b) the sole stockholder of the Merging Corporation under the Rhode Island Business Corporation Act in the manner prescribed by the provisions of the DGCL.

9. Each party intends for the Merger to qualify as a reorganization under section 368(a) of the Internal Revenue Code of 1986, as amended. This Agreement is intended to be and the parties hereto hereby adopt the Agreement as a plan of reorganization within the meaning of Treasury Regulation Section 1.368-2(g).

10. This Agreement may be executed in counterparts, each of which shall be an original, and all of which together shall constitute one and the same agreement.

[*Signature Page Follows*]

IN WITNESS WHEREOF, each of the Parties has caused this Agreement to be executed on its behalf by the undersigned thereunto duly authorized, as of the date first written above.

MERGING CORPORATION

BALLY TOTAL FITNESS OF
RHODE ISLAND, INC.

By: ______________________
Name: Kathleen Boege
Title: Senior Vice President, General Counsel & Secretary

SURVIVING CORPORATION

BALLY TOTAL FITNESS OF THE
MID-ATLANTIC, INC.

By: ______________________
Name: Kathleen Boege
Title: Senior Vice President, General Counsel & Secretary

RI SOS Filing Number: 200951818460 Date: 09/29/2009 9:25 AM

State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this office on this day:

September 29, 2009 9:25 AM

A. RALPH MOLLIS

Secretary of State

38591-2-406704