

Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF**

Healthtrax International, Inc.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Healthtrax International, Inc.

SECOND: The name which it elects to use in Rhode Island is  
Healthtrax International, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Connecticut

FOURTH: The date of its incorporation is July 31, 1987 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is Salmon Brook Park, 100 Western Blvd.  
Glastonbury, Conn. 06033

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street,  
Providence, R. I. 02903 and the name of its proposed registered agent in  
Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Management of Health and Fitness Clubs.

**EIGHTH: The names and respective addresses of its directors and officers are:**

<u>Name</u>	<u>Office</u>	<u>Address</u>
Robert E. Stauble, Jr.	Director	400 Bellevue Ave., Newport RI 02840
Peter B. Kroon	Director	D-16 Bradley Circle, Enfield, CT 06082
Kenneth F. Navarro	Director	93 Spring Lane, Suffield, CT 06078
Robert E. Stauble, Jr.	President	400 Bellevue Ave., Newport RI 02840
Peter B. Kroon	Vice President	D-16 Bradley Circle, Enfield, CT 06082
Kenneth F. Navarro	Secretary & Vice President	93 Spring Lane, Suffield, CT 06078
Peter B. Kroon	Treasurer	D-16 Bradley Circle, Enfield, CT 06082

**NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
460	Common	A Voting	No Par
300	Common	B Non-Voting Senior	No Par
2,100,000	Common	C Non-Voting	No Par

**TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
400	Common	A Voting	No Par

**ELEVENTH:** An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 200,000

**TWELFTH:** An estimate of the value of its property to be located within Rhode Island during such year is \$ 20,000

**THIRTEENTH:** An estimate of the gross amount of business to be transacted by it during such year is \$ 570,000

**FOURTEENTH:** An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 170,000

**FIFTEENTH:** This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated August 6, 1987

Healthtrax International, Inc.

[Exact Corporate Name of Corporation Making Application]

By Peter B. Kroon  
Its Vice President Peter B. Kroon  
and Kenneth F. Navarro  
Its Secretary  
Kenneth F. Navarro

STATE OF Connecticut

COUNTY OF Hartford

} Sc.

At Hartford, Connecticut in said County on the 6th day  
of August 1987, before me personally appeared  
Peter B. Kroon, who being by me first duly sworn, declared that  
he is the Vice President of Healthtrax International, Inc.  
that he signed the foregoing document as such Vice President of the  
corporation, and that the statements therein contained are true.

Thomas O. Vellego  
Notary Public  
Commissioner of the Superior Court

(NOTARIAL SEAL)

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FILED  
STATE OF CONNECTICUT

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## CERTIFICATE OF MERGER

Healthtrax International, Inc., a Rhode Island corporation, and Healthtrax Merger Corp., a Connecticut corporation, having determined to merge pursuant to Section 33-371 of the Connecticut General Statutes and Section 7-1.1-70 of the General Laws of Rhode Island, 1956, as amended, hereby certify the following:

1. The name of the surviving corporation in the merger is Healthtrax Merger Corp., a Connecticut corporation. The name of the other merging corporation is Healthtrax International, Inc., a Rhode Island corporation.
2. The name of the surviving corporation will be, and hereby is, changed to Healthtrax International, Inc.
3. The only change to the Certificate of Incorporation of the surviving corporation to be effected by the merger is the change of the name of the corporation as set forth in Section 2 hereof.
4. A Plan of Merger has been approved by each of the merging corporations in the manner provided for in the applicable provisions of the Connecticut Stock Corporation Act and the General Laws of Rhode Island.
5. The Agreement and Plan of Merger as approved is on file at the principal place of business of the surviving corporation located at 100 Western Boulevard, Salmon Brook Park, Glastonbury, Connecticut 06033.
6. In addition to complying with Section 33-367 and any other section of the Stock Corporation Act, the surviving corporation shall furnish a copy of the Agreement and Plan of Merger, on request and without cost, to any shareholder of either merging corporation.
7. The affirmative vote of two-thirds of the outstanding shares of common stock of Healthtrax Merger Corp. and a majority of the outstanding shares of common stock of Healthtrax International, Inc. was required to adopt the Plan of Merger. The vote in favor of adoption of the Plan of Merger was 20 votes in favor in the case of Healthtrax Merger Corp. and 400 votes in favor in the case of Healthtrax International, Inc., representing the affirmative vote of all of the outstanding shares of common stock of both merging corporations.

Dated at Hartford, Connecticut, this 30th day of July, 1987.

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Healthtrax Merger Corp.

By: Peter Buron  
Its President  
VICE  
By: [Signature]  
Its Secretary

HM(d)CERTMERG

EXPIRATION DATE  
EXP 60

Healthtrax International, Inc.

By: Peter Buron  
Its President  
VICE  
By: [Signature]  
Its Secretary

EXPIRATION DATE  
EXP 60  
TO  
THE  
SECRETARY  
OF THE  
STATE

## CERTIFICATE OF INCORPORATION

### HEALTHTRAX MERGER CORP.

I, the sole Incorporator, certify that I hereby associate myself as a body politic and corporate under the Stock Corporation Act of the State of Connecticut.

1. The name of the Corporation is Healthtrax Merger Corp.
2. The nature of the business to be transacted or the purposes to be promoted or carried out by the Corporation are as follows:

To engage in any lawful act or activity for which corporations may be formed under said Stock Corporation Act.

It is understood that the foregoing statement of the nature of the business to be transacted or the purposes to be promoted and carried out by the Corporation are not intended to limit or restrict in any manner the exercise of all powers conferred upon the Corporation by the general corporation laws of the State of Connecticut or any other state, country, territory or governmental entity, and that nothing contained herein is to be construed as an attempt to secure powers not properly obtainable by corporations organized under the laws of the State of Connecticut.

3. The total number of shares of all classes of stock which the Corporation has authority to issue is Two Million One Hundred One Thousand Seven Hundred Sixty (2,101,760), consisting of Four Hundred Sixty (460) shares of Class A Voting Common Stock, no par value (the "Class A Stock"), Three Hundred (300) shares of Class B Non-Voting Senior Common Stock, no par value (the "Class B Senior Stock"), and Two Million One Hundred Thousand (2,100,000) shares of Class C Non-Voting Common Stock, no par value (the "Class C Stock"). The Class A Stock, the Class B Senior Stock and the Class C Stock are herein collectively called the "Stock".

#### PART I: CLASS A STOCK and CLASS C STOCK

The rights, preferences, privileges and restrictions granted to and imposed upon the Class A Stock and Class C Stock are as follows:

##### Section 1 Voting Rights

(a) Class A Stock. The holders of Class A Stock shall be entitled to one vote for each share so held with respect to each matter voted on by the shareholders of the Corporation.

(b) Class C Stock. Except as otherwise required by law, the holders of Class C Stock shall not be entitled to voting rights.

##### Section 2 Liquidation Rights

Subject to the prior and superior right of the holders of Class B Senior Stock to distributions upon liquidation, dissolution or winding up of the Corporation contemplated by Section 1 of Part II hereof, upon any liquidation,

STATE OF CONNECTICUT }  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record  
in the \_\_\_\_\_

In \_\_\_\_\_  
and \_\_\_\_\_ at Hartford,  
this \_\_\_\_\_ day of \_\_\_\_\_ A.D. 1907

Julia H. Tashjian  
SECRETARY OF THE STATE