

Filing and License Fee: \$310.00 minimum

ID Number: 153386



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign 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:

1. The name of the corporation is PLUS ONE HOLDINGS, INC.

2. It is incorporated under the laws of Delaware

3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 03/04/1991 and the period of its duration is perpetual.

5. The address of its principal office in the state or country under the laws of which it is incorporated is 75 Maiden Lane, New York, NY 10038

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)

Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Corporation Service Company
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Management of fitness and therapy facilities.

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>See Attachment.</u>	<u></u>
Director	<u></u>	<u></u>
Director	<u></u>	<u></u>
Director	<u></u>	<u></u>

FILED
JAN 27 2006
By [Signature]

03/27/06 11:30

(c) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	See Attachment.	
Vice President		
Treasurer		
Secretary		

9 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 or Statement that Shares are without Par Value</u>
30,000	Common Stock		No Par Value

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ None.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ None.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is None % [divide (b) by (a) and multiply by 100 to obtain the percentage].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 50,000.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 50,000.

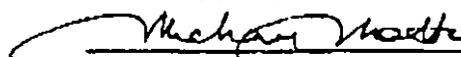
(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 100 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority 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 _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date 1/24/06


Signature of Authorized Officer of the Corporation

Michael Monn, President
Type or Print Name of Authorized Officer

ATTACHMENT

PLUS ONE HOLDINGS, INC.
LIST OF OFFICERS AND DIRECTORS

President	Michael Motta	c/o Plus One Holdings, Inc., 75 Maiden Lane, New York, NY 10038
Secretary	Jay Shafran	c/o Plus One Holdings, Inc., 75 Maiden Lane, New York, NY 10038
Director	Michael Motta	c/o Plus One Holdings, Inc., 75 Maiden Lane, New York, NY 10038
Director	Donald V. Sculli	c/o Plus One Holdings, Inc., 75 Maiden Lane, New York, NY 10038
Director	Morton Swinsky	c/o Plus One Holdings, Inc., 75 Maiden Lane, New York, NY 10038
Director	Carl Hochman	c/o Plus One Holdings, Inc., 75 Maiden Lane, New York, NY 10038
Director	Thomas J. DeMarzo, Jr.	c/o Plus One Holdings, Inc., 75 Maiden Lane, New York, NY 10038
Director	Peter Bruno	c/o Plus One Holdings, Inc., 75 Maiden Lane, New York, NY 10038
Director	Jay Shafran	c/o Plus One Holdings, Inc., 75 Maiden Lane, New York, NY 10038
Director	Chris Ciano	c/o Plus One Holdings, Inc., 75 Maiden Lane, New York, NY 10038

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PLUS ONE HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PLUS ONE HOLDINGS, INC." WAS INCORPORATED ON THE FOURTH DAY OF MARCH, A.D. 1991.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.



2256219 8300

060076357

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4478012

DATE: 01-26-06