

**FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00**

**FILED**

**Apr 24 1997 8:00am  
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F93000005434 (6)**

1. Corporation Name  
**BALLY TOTAL FITNESS CORPORATION**



Principal Place of Business <b>2029 CENTURY PARK EAST 2810 ATTN: TAX DEPT LOS ANGELES CA 90067 US</b>	Mailing Address <b>2029 CENTURY PARK EAST 2810 ATTN: TAX DEPT LOS ANGELES CA 90067-3076 US</b>	3. Date Incorporated or Qualified <b>11/30/1993</b>	3a. Date of Last Report <b>05/01/1996</b>
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2. Principal Place of Business 21	2a. Mailing Address 26	4. FEI Number <b>36-2762953</b>	Applied For Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
City & State 23	City & State 28	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
Zip 24	Country 25	Zip 29	Country 30

9. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324</b>		10. Name and Address of New Registered Agent	
		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept, the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: *[Signature]* (NOTE: Registered Agent signature required when reinstating) DATE: *[Date]*

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE <b>D</b>	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <b>GOLDBERG, ARTHUR</b>		1.2 NAME	
STREET ADDRESS <b>2 EXECUTIVE DR.</b>		1.3 STREET ADDRESS	
CITY - ST - ZIP <b>SOMERSET NJ</b>		1.4 CITY - ST - ZIP	
TITLE <b>PD</b>	<input checked="" type="checkbox"/> DELETE	2.1 TITLE <b>TREASURER</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME <b>LUCCI, MICHAEL SR.</b>		2.2 NAME <b>JOHN W. DWYER</b>	
STREET ADDRESS <b>8700 W BRYN MAWR AVE 2ND FL</b>		2.3 STREET ADDRESS <b>8700 W. BRYN MAWR</b>	
CITY - ST - ZIP <b>CHICAGO IL 60631</b>		2.4 CITY - ST - ZIP <b>CHICAGO, ILL (60632)</b>	
TITLE <b>VD DELETE TITLE</b>	<input type="checkbox"/> DELETE	3.1 TITLE <b>PRESIDENT</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME <b>HILLMAN, LEE S</b>		3.2 NAME	
STREET ADDRESS <b>8700 WEST BRYN MAWR AVE</b>		3.3 STREET ADDRESS	
CITY - ST - ZIP <b>CHICAGO IL</b>		3.4 CITY - ST - ZIP	
TITLE <b>VD</b>	<input type="checkbox"/> DELETE	4.1 TITLE <b>SECRETARY</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME <b>GAAN, CARY A</b>		4.2 NAME	
STREET ADDRESS <b>8700 WEST BRYN MAWR AVE</b>		4.3 STREET ADDRESS	
CITY - ST - ZIP <b>CHICAGO IL</b>		4.4 CITY - ST - ZIP	
TITLE <b>V</b>	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <b>ADAMS, JULIE</b>		5.2 NAME	
STREET ADDRESS <b>2029 CENTURY PARK E STE 2810</b>		5.3 STREET ADDRESS	
CITY - ST - ZIP <b>LOS ANGELES CA</b>		5.4 CITY - ST - ZIP	
TITLE <b>AT</b>	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <b>SCHETLIN, GEOFFREY</b>		6.2 NAME	
STREET ADDRESS <b>2029 CENTURY PARK E STE 2810</b>		6.3 STREET ADDRESS	
CITY - ST - ZIP <b>LOS ANGELES CA</b>		6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13, changed, or on an attachment with an address.

SIGNATURE: *[Signature]* DATE: **4/18/97** DAYTIME PHONE: \_\_\_\_\_

CR2E034 (9/96)