

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

FILED
Apr 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F93000005434 (6)
 1. Corporation Name
BALLY TOTAL FITNESS CORPORATION



Principal Place of Business 2029 CENTURY PARK EAST 2810 ATTN: TAX DEPT LOS ANGELES CA 90067 US	Mailing Address 2029 CENTURY PARK EAST 2810 ATTN: TAX DEPT LOS ANGELES CA 90067 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24 Zip	25 Country
29 Zip	30 Country

3. Date Incorporated or Qualified 11/30/1993	
4. FEI Number 36-2762953	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	GOLDBERG, ARTHUR	
STREET ADDRESS	2 EXECUTIVE DR.	
CITY-ST-ZIP	SOMERSET NJ	
TITLE	T	<input type="checkbox"/> DELETE
NAME	DWYER, JOHN W	
STREET ADDRESS	8700 WEST BYRN MAWR AVENUE	
CITY-ST-ZIP	CHICAGO IL	
TITLE	P	<input type="checkbox"/> DELETE
NAME	HILLMAN, LEE S	
STREET ADDRESS	8700 WEST BYRN MAWR AVENUE	
CITY-ST-ZIP	CHICAGO IL	
TITLE	S	<input type="checkbox"/> DELETE
NAME	GAAN, CARY A	
STREET ADDRESS	8700 WEST BYRN MAWR AVENUE	
CITY-ST-ZIP	CHICAGO IL	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	ADAMS, JULIE	
STREET ADDRESS	2029 CENTURY PARK E STE 2810	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	AT	<input checked="" type="checkbox"/> DELETE
NAME	SCHMITLIN, GEOFFREY	
STREET ADDRESS	2029 CENTURY PARK E STE 2810	
CITY-ST-ZIP	LOS ANGELES CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 CITY-ST-ZIP	

14. I 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 if changed, or on an attachment with an address.

SIGNATURE _____ DATE _____

CR2E034 (10/97)

773-399-1370