

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



DO NOT WRITE IN THIS SPACE

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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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		

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

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D GOLDBERG, ARTHUR	12 NAME	
STREET ADDRESS	2 EXECUTIVE DR.	13 STREET ADDRESS	
CITY-ST-ZIP	SOMERSET NJ	14 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	T DWYER, JOHN W	22 NAME	
STREET ADDRESS	8700 WEST BYRN MAWR AVENUE	23 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	24 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	P HILLMAN, LEE S	32 NAME	
STREET ADDRESS	8700 WEST BYRN MAWR AVENUE	33 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	34 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	S GAAN, CARY A	42 NAME	
STREET ADDRESS	8700 WEST BYRN MAWR AVENUE	43 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	44 CITY-ST-ZIP	
TITLE	<input checked="" type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	V ADAMS, JULIE	52 NAME	
STREET ADDRESS	2029 CENTURY PARK E STE 2810	53 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA	54 CITY-ST-ZIP	
TITLE	<input checked="" type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AT SCHMITLIN, GEOFFREY	62 NAME	
STREET ADDRESS	2029 CENTURY PARK E STE 2810	63 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA	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