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May 17, 1999 8:00 am
Secretary of State

05-17-1999 90036 039 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999	FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # *FA3000005434*
 1. Corporation Name
 BALLY TOTAL FITNESS CORP.

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

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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No

2. Principal Place of Business 21 8700 W. BRYN MAWR AVENUE Suite, Apt. #, etc. 22 2ND FLOOR, TAX DEPT. City & State 23 CHICAGO, IL Zip 24 60631	2a. Mailing Address 26 8700 W. BRYN MAWR AVENUE Suite, Apt. #, etc. 27 2ND FLOOR, TAX DEPT. City & State 28 CHICAGO, IL Zip 29 60631	Country 25 USA Country 30 USA
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9. Name and Address of Current Registered Agent

CT 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
			FL	

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 _____
 Signature, typed or printed name of registered agent and title if applicable.

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY - ST - ZIP	PRESIDENT HILLMAN, LEE S 8700 WEST BRYN MAWR AVENUE CHICAGO IL 60631	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SECRETARY GAAN, CARY A 8700 WEST BRYN MAWR AVENUE CHICAGO IL 60631	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	TREASURER Dwyer, John 8700 WEST BRYN MAWR AVENUE CHICAGO IL 60631	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DIRECTOR GOLDBERG, ARTHUR 2 EXECUTIVE DRIVE SOMERSET NJ	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP		<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP		<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	ASSISTANT TREASURER ALBERT BARSKY 8700 WEST BRYN MAWR AVENUE CHICAGO IL 60631	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	DIRECTOR GOLDBERG, ARTHUR 8700 WEST BRYN MAWR AVENUE CHICAGO IL 60631	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition

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, on an attachment with an address, with all other like empowered.

SIGNATURE: *Albert Barsky* ALBERT BARSKY 4-29-99 773-380-3000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)