

2008 FOR PROFIT CORPORATION AMENDED ANNUAL REPORT

**FILED
Apr 30, 2008
Secretary of State**

DOCUMENT# F93000005434

Entity Name: BALLY TOTAL FITNESS CORPORATION

Current Principal Place of Business:

8700 W BRYN MAWR AVENUE
2ND FLOOR, TAX DEPT
CHICAGO, IL 60631 US

New Principal Place of Business:

Current Mailing Address:

8700 W BRYN MAWR AVENUE
2ND FLOOR, TAX DEPT
CHICAGO, IL 60631 US

New Mailing Address:

FEI Number: 36-2762953 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent:

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

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent

_____ Date

OFFICERS AND DIRECTORS:

Title: SVP () Delete
Name: FANELLI, WILLIAM
Address: 8700 WEST BRYN MAWR AVENUE
City-St-Zip: CHICAGO, IL 60631

Title: P () Delete
Name: MICHAEL, FEDER
Address: 8700 WEST BRYN MAWR AVE
City-St-Zip: CHICAGO, IL 60631

Title: T () Delete
Name: REHORST, SUSAN
Address: 8700 WEST BRYN MAWR AVENUE
City-St-Zip: CHICAGO, IL 60631

Title: SVPS () Delete
Name: KATHLEEN, BOEGE
Address: 8700 WEST BRYN MAWR AVE
City-St-Zip: CHICAGO, IL 60631

Title: AS () Delete
Name: ACQUAVIVA, EARL
Address: 8700 WEST BRYN MAWR AVE
City-St-Zip: CHICAGO, IL 60631

Title: AS () Delete
Name: SIEGEL, RONALD E
Address: 8700 WEST BRYN MAWR
City-St-Zip: CHICAGO, IL 60631

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

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Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: RONALD E. SIEGEL

AS

04/30/2008

Electronic Signature of Signing Officer or Director

_____ Date