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Secretary of State

06-09-1999 90004 021 ***700.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000076025

1. Corporation Name
M. CYCLE GYM CORP.

Principal Place of Business 13207 SOUTHWEST 46 LANE MIAMI FL 33175
Mailing Address 13207 SOUTHWEST 46 LANE MIAMI FL 33175



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 09/12/1996
4. FEI Number 65-0692836 Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. Yes No

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

BORGES, MARCO A
13207 SW 46TH LANE
MIAMI FL 33175

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

(NOTE: Registered Agent signature required when reinstating)

DATE 1/17/99

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE [] DELETE
NAME PSTD BORGES, MARCO A
STREET ADDRESS 13207 SOUTHWEST 46 LANE
CITY-ST-ZIP MIAMI FL 33175
[] DELETE
[] DELETE
[] DELETE
[] DELETE
[] DELETE

1.1 TITLE [] Change [] Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE [] Change [] Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE [] Change [] Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE [] Change [] Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE [] Change [] Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE [] Change [] Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 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, with all other like empowered.

SIGNATURE: [Signature] SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

DATE 1/17/99 (305) 665-1618 Daytime Phone #

CR2E034 (1/198)