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**Feb 28 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F64226 (6)
1. Corporation Name
CAPITAL NAUTILUS FITNESS CENTER, INC.



Principal Place of Business: **1815 THOMASVILLE RD TALLAHASSEE FL 32303**
Mailing Address: **1815 THOMASVILLE RD TALLAHASSEE FL 32303-5709**

3. Date Incorporated or Qualified: **01/18/1982**
3a. Date of Last Report: **07/18/1996**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		59-2159116		Not Applicable	
22. City & State		27. City & State		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Country		29. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes		<input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**MARTINEZ, MIGUEL
888 INGLESIDE AVENUE
TALLAHASSEE FL 32303**

10. Name and Address of New Registered Agent

81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83. City
84. State (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: _____ (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	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	S MARTINEZ, NINA	1.2 NAME	
STREET ADDRESS	888 INGLESIDE AVENUE	1.3 STREET ADDRESS	
CITY-ST-ZIP	TALLA, FL 00000	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PD MARTINEZ, MIGUEL	2.2 NAME	
STREET ADDRESS	888 INGLESIDE AVENUE	2.3 STREET ADDRESS	
CITY-ST-ZIP	TALLA, FL 00000	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I do 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.

SIGNATURE: *Miguel Martinez* Pres. **2/28/97** 904-222-5200
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)