2004 LIMITED PARTNERSHIP ANNUAL REPORT Due By May 1, 2004

DOCUMENT # A01000000312 "FILED SECRETARY OF STATE 1. Entity Name FITNESS WAREHOUSE OF PALM BEACH, LTD. DIVISION OF CORPORATIONS 04 MAR - 1 AM 9: 26 Principal Place of Business Mailing Address 12594 PINES BLVD., #101-102 4155-B NORTHLAKE BLVD. PALM BEACH GARDENS, FL 33410 PEMBROKE PINES, FL 33027 2. Principal Place of Business 3. Mailing Address 4155-B Northlake Blvd. Suite, Apt. #, etc. Suite, Apt. #, etc. 02102004 Chg-LP CR2E003 (10/03) City & State City & State 4. FFI Number Applied For 65-1068267 Palm Beach Gardens, FL Not Applicable Zip Country Country \$8.75 Additional 5. Certificate of Status Desired Palm Beach Fee Required 33410 -6.-Name and Address of Current Registered Agent --7. Name and Address of New Registered Agent Name EDWARD S. ROBBINS, P.A. Street Address (P.O. Box Number is Not Acceptable) 12594 PINES BLVD., #101-102 PEMBROKE PINES, FL 33027 Zip Code 8. 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. I am familiar with, and accept the obligations of registered agent. SIGNATURE Signature, typed or printed name of registered egent and title if applicable. DATE 10. Amount of Capital Contributions 9. Capital Contributions \$500,000,00 in FLORIDA to date. as Shown on record. \$500,000.00 A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE. NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner. GENERAL PARTNER INFORMATION ADDRESS CHANGES ONLY 12. P00000073533 DOCUMENT # STREET ADDRESS NAME FITNESS WAREHOUSE OF PALM BEACH, INC. STREET ADDRESS 12594 PINES BLVD., #101-102 CITY-ST-ZIP CITY-ST-ZIP PEMBROKE PINES, FL 33027 DOCUMENT # 40003023831 /////4--nin4--nin STREET ADDRESS NAME STREET ADDRESS CITY=ST=ZIP= CITY-ST-ZIP DOCUMENT # STREET ADDRESS NAME STREET ADDRESS CITY-ST-ZIP CITY-ST-ZIP DOCUMENT # STREET ADDRESS NAME STREET ADDRESS CITY-ST-ZIP CITY-ST-ZIP DOCUMENT # STREET ADDRESS NAME STREET ADDRESS CITY-ST-7IP CITY-ST-7 DOCUM STREET ADDRESS NAME STREE* CITY-ST-ZIP CITYereby 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 dicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or e receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes 14.