



**FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 <p>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</p>		<p>FILED 99 APR -2 AM 11:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA</p> 	
1. Name of Limited Partnership PREMIER HEALTH & FITNESS, LTD.		1a. DOCUMENT # A95000000302			
Mailing Address 1250 E. HALLANDALE BEACH BLVD. SUITE GFB HALLANDALE FL 33009		Principal Office Address 1250 E. HALLANDALE BEACH BLVD. SUITE GFB HALLANDALE FL 33009		3. Date Formed or Registered 03/01/1995 3a. Date of Last Report 05/12/1998 4. State or Country of Formation FL	
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country		2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country		5a. Capital Contributions as Shown on record. \$140,000.00 5b. Amount of Capital Contributions in FLORIDA to date. <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 8. Make check payable to: Dept. of State (See reverse side for fee information)	
9. Name and Address of Current Registered Agent LEGAL ASSETS, INC. 1401 BRICKELL AVE., SUITE 700 MIAMI FL 33131				10. If changed, new Registered Agent/Office Name <i>2. Skind & Arvin, P.A.</i> Street Address (P.O. Box Number is Not Acceptable) <i>444 Brickell Avenue</i> Suite, Apt. #, etc. <i>905</i> City <i>Miami</i> State FL Zip Code <i>33131</i>	
10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes. SIGNATURE (Registered Agent Accepting Appointment) <i>[Signature]</i> DATE <i>12/28/98</i>					
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.					
11. Name(s) of General Partner(s) PREMIER ENTERPRISES USA, IN		11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 1250 E. HALLANDALE BE		11b. City, State & Zip Code HALLANDALE FL 33009 4000002886674 - 4 -04/12/98 -01125-0003 ****526.25 ****526.25 <i>SL 1-6-99</i>	
11c. Registration/Document Number P95000010874					
Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.					
12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.					
SIGNATURE <i>[Signature]</i>				DATE <i>9-17-98</i>	
Typed or Printed Name of General Partner Signing Form				Daytime Telephone Number	

CR2E003 (8/98)