

**2003 FOR PROFIT CORPORATION
UNIFORM BUSINESS REPORT (UBR)**

FILED
Feb 13, 2003 8:00 am
Secretary of State

02-13-2003 90277 017 ***150.00

DOCUMENT # **F02000005268**



1. Entity Name
24 HOUR FITNESS USA, INC.

Principal Place of Business
**12647 ALCOSTA BLVD., 5TH FLR.
SAN RAMON CA 94583**

Mailing Address
**12647 ALCOSTA BLVD., 5TH FLR.
SAN RAMON CA 94583**



2. Principal Place of Business		3. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

4. FEI Number **94-2899899** Applied For Not Applicable

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

CHECK HERE IF MAKING CHANGES

6. Name and Address of Current Registered Agent

**CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525**

7. Name and Address of New Registered Agent

Name _____
Street Address (P.O. Box Number is Not Acceptable) _____
City **FL** 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

FILE NOW!!! FEE IS \$150.00
After May 1, 2003 Fee will be \$550.00
Make Check Payable to Florida Department of State

9. Election Campaign Financing Trust Fund Contribution. **\$5.00 May Be Added to Fees**

10. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP	CEO MASTROV, MARK 12647 ALCOSTA BLVD., 5TH FLR. SAN RAMON CA 94583	<input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P BOUMA, BRIAN 12647 ALCOSTA BLVD., 5TH FLR. SAN RAMON CA 94583	<input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVPS BAKOS, ANTHONY J II 12647 ALCOSTA BLVD., 5TH FLR. SAN RAMON CA 94583	<input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVP HEGGIE, COLIN 12647 ALCOSTA BLVD., 5TH FLR. SAN RAMON CA 94583	<input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SVPS DEMATTEO, JOHN 12647 ALCOSTA BLVD., 5TH FLR. SAN RAMON CA 94583	<input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T BOBEK, MARK 12647 ALCOSTA BLVD., 5TH FLR. SAN RAMON CA 94583	<input type="checkbox"/> Delete

11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11

TITLE NAME STREET ADDRESS CITY-ST-ZIP	see Attached sheet	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition

12. 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 report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *[Signature]* **ANTHONY J. BAKOS II, EVP/secretary** 2/11/03 925-543-3350
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (10/02)

24 Hour Fitness USA, Inc.
 Annual List of Officers and Directors
 2003 Florida Uniform Business Report

*Attachment
 #FO2000005268*

8029284

DIRECTORS AND OFFICERS

Directors

Name	Address	City	State	Zip
(D) Mark Mastrov	12647 Alcosta Blvd. 5 th Flr.	San Ramon	CA	94583
(D) Phil Collins	12647 Alcosta Blvd. 5 th Flr.	San Ramon	CA	94583
(D)George McCown	12647 Alcosta Blvd. 5 th Flr.	San Ramon	CA	94583
(D)Jack Murphy	12647 Alcosta Blvd. 5 th Flr.	San Ramon	CA	94583

Officers

Name	Address	City	State	Zip
Mark Mastrov (CEO) Chief Executive Officer	12647 Alcosta Blvd. 5 th Flr	San Ramon	CA	94583
Brian Bouma (P) President	12647 Alcosta Blvd. 5 th Flr	San Ramon	CA	94583
Colin Heggie (EVP/CFO/AS) Executive Vice President/Chief Financial Officer/Asst. Secretary	12647 Alcosta Blvd. 5 th Flr	San Ramon	CA	94583
Anthony J. Bakos II (EVP/S) Executive Vice President/Secretary	12647 Alcosta Blvd. 5 th Flr.	San Ramon	CA	94583
John DeMatteo (SVP/AS) Senior Vice President/Asst. Secretary	12647 Alcosta Blvd. 5 th Flr.	San Ramon	CA	94583
Mark Bobek (VP/T) Vice President/Treasurer	12647 Alcosta Blvd. 5 th Flr	San Ramon	CA	94583