

BALLY TOTAL FITNESS CORPORATION
8700 W. BRYN MAWR, 2ND FLOOR
CHICAGO, ILLINOIS 60631

Writer's Direct Line: 773/399-3397
Writer's Fax Line: 773/399-0168
Email: pking@ballyfitness.com

F930000000205

September 30, 1999

700003004697--6
-10/04/99--01128--006
*****35.00 *****35.00

State of Florida
Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Bally Total Fitness Holding Corporation f/k/a Bally's Health & Tennis Corporation
Qualified 1/15/93; Document No. F93000000205

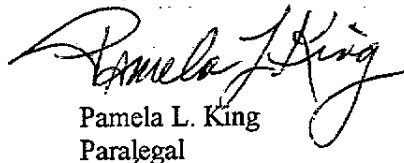
Dear Sir or Madam:

Enclosed please find an originally executed Application by Foreign Corporation for Withdrawal of Authority to Transaction Business or Conduct Affairs in Florida along with a check in the amount of \$35.00 to cover the filing fee. Please send acknowledgement of the filing of the withdrawal using the enclosed stamped self-addressed envelope.

If you have any questions or comments, please do not hesitate to call me.

Thank you for your assistance.

Very truly yours,


Pamela L. King
Paralegal

FILED
99 OCT -4 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLK:plk
Enclosure

Cc: Ronald E. Siegel, Esq.
Albert Barsky
Cathleen Stevens

F930000000205
FF with CW
10-4-99

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Bally Total Fitness Holding Corporation
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

8700 West Bryn Mawr Avenue
(Mailing Address)

Chicago, IL 60631
(City/ State /Zip)

FILED
99 OCT 14 PM 1:25
SECRETARY OF STATE
DELAWARE

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Ronald E Siegel
Signature

Assistant Secretary
Title

Ronald E. Siegel
Typed or printed name

September 23, 1999
Date