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Apr 08 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # F93000004476 (8)

1. Corporation Name
CLUB SPORTS INTERNATIONAL-B R, INC.



Principal Place of Business: 1700 BROADWAY STE. 1900 DENVER CO 80290 US
Mailing Address: 1700 BROADWAY STE. 1900 DENVER CO 80290-1801 US

3. Date Incorporated or Qualified: 10/05/1993
3a. Date of Last Report: 12/19/1996
4. FEI Number: 05-0348509
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business (21-24)
2a. Mailing Address (25-30)

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City 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

So please, type or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS
TITLE: PD
NAME: LYNEIS, THOMAS W
STREET ADDRESS: 1700 BROADWAY, STE. 1900
CITY-ST-ZIP: DENVER CO 80290
[DELETE]
TITLE: VPSD
NAME: WILLIAMS, EDDIE D
STREET ADDRESS: 1700 BROADWAY, STE. 1900
CITY-ST-ZIP: DENVER CO 80290
[DELETE]
TITLE: TD
NAME: ROCKHILL, ANTHONY M
STREET ADDRESS: 1799 BROADWAY, STE. 1900
CITY-ST-ZIP: DENVER CO 80290
[DELETE]
[DELETE]
[DELETE]
[DELETE]

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE [Change Addition]
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE [Change Addition]
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE [Change Addition]
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE [Change Addition]
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE [Change Addition]
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE [Change Addition]
6.2 NAME
6.3 STREET ADDRESS
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, or on an attachment with an address.

SIGNATURE: [Signature] SECRETARY OF STATE

3/24/97 (303)866-0800

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone # 6011106

CR2E034 (9/96)