

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # F94000006575 (4)

1. Corporation Name

SPORTS & FITNESS CLUBS, INC.



Principal Place of Business

395 SPRINGSIDE DR.
AKRON OH 44333

Mailing Address

395 SPRINGSIDE DR.
AKRON OH 44333

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324

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

Signature, typed or printed name of registered agent and title (Applicable)

(NOTE: Registered Agent Signature required when first stated)

DATE

12. OFFICERS AND DIRECTORS

| | | |
|-----------------|----------------------|---------------------------------|
| TITLE | PD | <input type="checkbox"/> DELETE |
| NAME | LEONESIO, FRANK M | |
| STREET ADDRESS | 395 SPRINGSIDE DR. | |
| CITY - ST - ZIP | AKRON OH 44333 | |
| TITLE | S | <input type="checkbox"/> DELETE |
| NAME | INTORCIO, RICHARD A | |
| STREET ADDRESS | 395 SPRINGSIDE DR. | |
| CITY - ST - ZIP | AKRON OH 44333 | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | DEANGELIS, KENNETH P | |
| STREET ADDRESS | 114 W. 7TH ST. | |
| CITY - ST - ZIP | AUSTIN TX 78701 | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | RUTH, LLOYD D | |
| STREET ADDRESS | 520 LAKE COOK RD. | |
| CITY - ST - ZIP | DEERFIELD IL 60015 | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | ROCHE, KEVIN J | |
| STREET ADDRESS | 301 S. COLLEGE ST. | |
| CITY - ST - ZIP | CHARLOTTE NC 28288 | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY - ST - ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|---------------------|--------------------|--|
| 1.1 TITLE | SR VP Finance, CFO | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 1.2 NAME | Thomas J. Klimback | |
| 1.3 STREET ADDRESS | 395 Springside Dr. | |
| 1.4 CITY - ST - ZIP | AKRON, OH. 44333 | |
| 2.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | | |
| 2.3 STREET ADDRESS | | |
| 2.4 CITY - ST - ZIP | | |
| 3.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | | |
| 3.3 STREET ADDRESS | | |
| 3.4 CITY - ST - ZIP | | |
| 4.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | | |
| 4.3 STREET ADDRESS | | |
| 4.4 CITY - ST - ZIP | | |
| 5.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | | |
| 5.3 STREET ADDRESS | | |
| 5.4 CITY - ST - ZIP | | |
| 6.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> 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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 as an attachment with an address.

SIGNATURE: X

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

11/3/96 (330) 665-1281

CR2E034 (12/95)