


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
May 11, 1999 8:00 am  
Secretary of State

05-11-1999 90034 012 \*\*\*150.00

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<b>PROFIT CORPORATION ANNUAL REPORT 1999</b>				FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # J41879</b> 1. Corporation Name <b>BALLY'S FITNESS AND RACQUET CLUBS, INC.</b>					
Principal Place of Business <b>8700 W. BRYN MAWR AVENUE 2ND FLOOR. TAX DEPT. CHICAGO IL 60631</b>			Mailing Address <b>8700 W. BRYN MAWR AVENUE 2ND FLOOR. TAX DEPT. CHICAGO IL 60631</b>		
2. Principal Place of Business <b>21</b>		2a. Mailing Address <b>26</b>		3. Date Incorporated or Qualified <b>11/13/1986</b>	
Suite, Apt. #, etc. <b>22</b>		Suite, Apt. #, etc. <b>27</b>		4. FEI Number <b>36-3496461</b>	
City & State <b>23</b>		City & State <b>28</b>		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
Zip <b>24</b>		Zip <b>29</b>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
Country <b>25</b>		Country <b>30</b>		8. This corporation owes the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324</b>			10. Name and Address of New Registered Agent		
			81. Name		
			82. Street Address (P.O. Box Number is Not Acceptable)		
			83.		
			84. City <b>FL</b> 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 _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small> DATE _____					
12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	PD	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	HILLMAN, LEE S		1.2 NAME		
STREET ADDRESS	8700 W. BRYN MAWR AVENUE		1.3 STREET ADDRESS	see attached	
CITY-ST-ZIP	CHICAGO IL 60631		1.4 CITY-ST-ZIP		
TITLE	VD	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	KAHN, JEROME B		2.2 NAME		
STREET ADDRESS	8700 W. BRYN MAWR AVENUE		2.3 STREET ADDRESS		
CITY-ST-ZIP	CHICAGO IL 60631		2.4 CITY-ST-ZIP		
TITLE	TD	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	DWYER, JOHN W		3.2 NAME		
STREET ADDRESS	8700 W. BRYN MAWR AVENUE		3.3 STREET ADDRESS		
CITY-ST-ZIP	CHICAGO IL 60631		3.4 CITY-ST-ZIP		
TITLE	SD	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	GAAN, CARY A		4.2 NAME		
STREET ADDRESS	8700 W. BRYN MAWR AVENUE		4.3 STREET ADDRESS		
CITY-ST-ZIP	CHICAGO IL 60631		4.4 CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	GOLDBERG, ARTHUR M		5.2 NAME		
STREET ADDRESS	8700 W. BRYN MAWR AVENUE		5.3 STREET ADDRESS		
CITY-ST-ZIP	CHICAGO IL 60631		5.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME			6.2 NAME		
STREET ADDRESS			6.3 STREET ADDRESS		
CITY-ST-ZIP			6.4 CITY-ST-ZIP		

14. 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 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 all other like empowered.

SIGNATURE:

*Albert H. Belsky*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

4/27/99

Daytime Phone #

773-380-3000

CR2E034 (11/98)

Bally Total Fitness Corporation  
Lists of Officers  
As of 4/27/99

544994-90034-12  
J41879

1. Lee S. Hillman                      President and Chief Executive Officer  
8700 W. Bryn Mawr Ave. Chicago, IL. 60631                      (773)380-3000
2. Cary A. Gaan                      Senior Vice President and Secretary  
8700 W. Bryn Mawr Ave. Chicago, IL. 60631                      (773)380-3000
3. John W. Dwyer                      Senior Vice President, CFO and Treasurer  
8700 W. Bryn Mawr Ave. Chicago, IL. 60631                      (773)380-3000
4. Linda B. Motz                      Assistant Secretary  
8700 W. Bryn Mawr Ave. Chicago, IL. 60631                      (773)380-3000
5. Earl Acquaviva                      Assistant Secretary  
300 E. Joppa Towson, MD 21204                      (410)296-8800
6. Albert Barsky                      Assistant Treasurer  
8700 W. Bryn Mawr Ave. Chicago, IL. 60631                      (773)380-3000
7. Susan R. Rehorst                      Assistant Treasurer  
8700 W. Bryn Mawr Ave. Chicago, IL. 60631                      (773)380-3000