2005 LIMITED LIABILITY COMPANY ANNUAL REPORT

 I hereby certify that the information sy indicated on this report is true and limited liability company or the region

SIGNATURE AND TYPED OF PRINTED NAME OF SIGNING MANAGING MEMBE

SIGNATURE:

Apr 30, 2005 08:00 AM Secretary of State **DOCUMENT # L00000002096** GYM SOURCE NORTH MIAMI LLC Principal Place of Business Mailing Address 40 EAST 52ND ST. 40 EAST 52ND ST. NEW YORK, NY 10022 NEW YORK, NY 10022 04262005 No Chg-LLC CR2E083 (10/03) DO NOT WRITE IN THIS SPACE Applied For 4. FEI Number 04-3671166 Not Applicable \$5.00 Additional 5. Certificate of Status Desired Fee Required 6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM DO NOT WRITE 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324 IN THIS SPACE 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, typed or printed name of registered agent and title if applicable. (NOTE, Registered Agent signature required when reinstating) Filing Fee is \$50.00 Due by May 1, 2005 MANAGING MEMBERS/MANAGERS 9. TITLE NAME MILLER, RICHARD STREET ADDRESS 40 EAST 52ND ST CITY-ST-ZIP NEW YORK, NY 10022 U00000349879 05/02/05-80082-021 50.00 TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS DO NOT WRITE CITY-ST-ZIP TITLE IN THIS SPACE NAME STREET ADDRESS CITY - ST - ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP

not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information is shall have the same legal effect as if made under oath; that I am a managing member or manager of the execute this report as required by Chapter 608, Florida Statutes.

FILED