


FILED
May 15 1998 8:00am
Secretary of State

<p>PROFIT CORPORATION ANNUAL REPORT</p> <p>1998</p>		<p>FLORIDA DEPARTMENT OF STATE</p> <p>Sandra B. Mortham Secretary of State</p> <p>DIVISION OF CORPORATIONS</p>
<p>DOCUMENT # L47126 (2)</p> <p>1. Corporation Name</p> <p>SHAPES FAMILY FITNESS, INC.</p>		
<p>Principal Place of Business</p> <p>14499 N DALE MABRY TAMPA FL 33618 US</p>	<p>Mailing Address</p> <p>%GIBBONS, TUCKER, MILLER, WHATLEY & STEIN 101 E. KENNEDY BLVD., SUITE 1000 TAMPA FL 33602</p>	



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/26/1990	
21	Suite, Apt. #, etc.	26	14499 N. DALE MAERY	4. FEI Number 31-1291063	Applied For Not Applicable
22	City & State	27	SUITE 270	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	TAMPA FL.	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	33618	30	USA
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
GIBBONS, TUCKER, MILLER, WHATLEY & STEIN 101 E. KENNEDY BLVD., SUITE 1000 TAMPA FL 33602				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				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 if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DST KARSHNER, ROBERT L. 14999 N DALE MABRY TAMPA, FL 33634	<input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DV JULIEN, VINCE 2079 N POINTE ALEXIS DR TARPON SPRINGS FL	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DP KARSHNER, JACK A. 6350 TROY FREDERICK RD TIPP CITY OH	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP
TITLE NAME STREET ADDRESS CITY - ST - ZIP		<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP
TITLE NAME STREET ADDRESS CITY - ST - ZIP		<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP
TITLE NAME STREET ADDRESS CITY - ST - ZIP		<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 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 12 if changed, or on an attachment with an address.

CP2E034 (10/97)