

File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

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LIMITED LIABILITY COMPANY ANNUAL REPORT 1998  
  
 FLORIDA DEPARTMENT OF STATE  
**Sandra B. Mortham**  
 Secretary of State  
 DIVISION OF CORPORATIONS

**FILING FEE \$ 188.75** Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee  
 Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company  
**DOCUMENT # L96000001153**  
 INTERNATIONAL FITNESS INDUSTRIES, L.C.  
 1811 SE FT. KING ST.  
 Ocala FL 34471

1a. Principal Place of Business Address  
 3438 E. SILVER SPRINGS BLVD.  
 Ocala FL 34470

2. Principal Place of Business  
 3438 SILVERSPRINGS BLVD.  
 Suite, Apt. #, etc.

2a. Mailing Address  
 Suite, Apt. #, etc.

3. Date Organized or Qualified  
 11/01/1996

3a. State of Formation  
 FL  
 Applied For  
 Not Applicable

City & State  
 Ocala, FL

City & State

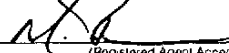
4. FEI Number  
 59-3420407

5. Date of Last Report  
 06/13/1997

7. Name and Address of Current Registered Agent  
 Ocala Fitness Connection, Inc.  
 1811 S.E. FORT KING STREET  
 Ocala FL 34471

8. Name and Address of New Registered Agent/Office  
 Name  
 Street Address (P.O. Box Number is Not Acceptable)  
 Suite, Apt. #, etc.  
 City  
 FL  
 Zip Code

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE  DATE 3-18-98  
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	T & G FITNESS, INC.	995 STATE ROAD 434 NORTH,	ALTAMONTE SPRINGS FL
MEM	OCALA FITNESS CONNEC,	1811 SE FT. KING ST.	OCALA FL

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 \*\*\*188.75 \*\*\*\*188.75

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (f), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:  DATE 3-18-98 (407) 862-1118  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #