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FILED
May 14 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N10501 (7)

1. Corporation Name
DOWNTOWN ATHLETIC CLUB OF ORLANDO, INC.

Principal Place of Business 222 S. WESTMONTE DRIVE SUITE 101 ALTAMONTE SPRINGS FL 32714 US	Mailing Address P.O. BOX 4062 ORLANDO FL 32802 US
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2. Principal Place of Business 21 Suite, Apt. #, etc 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 30
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3. Date Incorporated or Qualified 07/31/1985	4. FEI Number 59-2632163	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent

**HUPP, LYNN
222 S. WESTMONTE DRIVE
SUITE 101
ALTAMONTE SPRINGS FL 32714**

10. Name and Address of New Registered Agent

81 Name	82 Street Address (P.O. Box Number is Not Acceptable)	83	84 City	85 Zip Code
			FL	

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	BURNS, TANYA	
STREET ADDRESS	2519 E. SOUTH STREET	
CITY-ST-ZIP	ORLANDO FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	PROVENCHER, JAMES	
STREET ADDRESS	719 W WINTER PARK ST	
CITY-ST-ZIP	ORLANDO FL	
TITLE	PE	<input type="checkbox"/> DELETE
NAME	DETZEL, JIM	
STREET ADDRESS	382 FOREST PARK CIRCLE	
CITY-ST-ZIP	LONGWOOD FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MILLER, CHARLES	
STREET ADDRESS	ONE CITRUS BOWL PLAZA	
CITY-ST-ZIP	ORLANDO FL	
TITLE	T	<input type="checkbox"/> DELETE
NAME	GALLOWAY, MIKE	
STREET ADDRESS	3319 MAGUIRE BLVD #130	
CITY-ST-ZIP	ORLANDO FL	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	HUPP, LYNN	
STREET ADDRESS	222 S WESTMONTE DRIVE STE 101	
CITY-ST-ZIP	ALTAMONTE SPRINGS FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
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 checked="" 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 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or on an attachment with an address.

SIGNATURE:  **LYNN HUPP** 04-28-98 (407)7747880

CR2E037 (10/97)