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Secretary of State

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NONPROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N10501

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



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 540 Timber Ridge Dr		26 Suite, Apt. #, etc.		07/31/1985	
22 City & State		27 City & State		4. FEI Number	
23 LONGWOOD FL		28		59-2632163	
24 Zip		29 Country		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
32779		30		6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
HUPP, LYNN 222 S. WESTMONTE DRIVE SUITE 101 ALTAMONTE SPRINGS FL 32714				81 Name Ferguson, Shelley			
				82 Street Address (P.O. Box Number is Not Acceptable) 540 Timber Ridge Dr			
				83			
				84 City Longwood FL 85 Zip Code 32779			

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 Shelley Ferguson (NOTE: Registered Agent signature required when reinstating) DATE 4/22/99

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
	D	BURNS, TANYA	2519 E. SOUTH STREET ORLANDO FL		D	Landon, Chip BRANCH	670 Mossey Branch CT Longwood FL 32779
	D	PROVENCHER, JAMES	719 W WINTER PARK ST ORLANDO FL		D	Cosmides, James	800 N Magnolia Ave #106 Orlando FL 32803
	P	DETZEL, JIM	382 FOREST PARK CIRCLE LONGWOOD FL		P	Ranson, Randy	401 W Colonial Dr #2 Orlando FL 32803
	D	MILLER, CHARLES	ONE CITRUS BOWL PLAZA ORLANDO FL		D	Dropkin, Stuart	1355 Orange Ave #4 Winter Park FL 32789
	T	GALLOWAY, MIKE	3319 MAGUIRE BLVD #130 ORLANDO FL		T	Durkee, Thomas	201 E Pine St #550 Orlando FL 32801
	SD	HUPP, LYNN	222 S WESTMONTE DRIVE STE 101 ALTAMONTE SPRINGS FL		SD	Ferguson, Shelley	540 Timber Ridge Dr Longwood FL 32779

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, with all other like empowerments.

SIGNATURE: Shelley Ferguson SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE 4/22/99 Daytime Phone # 407 788-0430

CR2E037 (11/98)