

2006 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# P01000021176

FILED
Apr 05, 2006
Secretary of State

Entity Name: HEALTH CLUBS OF AMERICA FRANCHISE CORPORATION

Current Principal Place of Business:

500 E. BROWARD BLVD., STE. 1650
FT. LAUDERDALE, FL 33394 US

New Principal Place of Business:

500 E. BROWARD BLVD., STE. 1650
FT. LAUDERDALE, FL 33304 US

Current Mailing Address:

2665 SOUTH BAYSHORE DRIVE
SUITE 800
MIAMI, FL 33133 US

New Mailing Address:

FEI Number: 65-1091686 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired (X)

Name and Address of Current Registered Agent:

GERSHMAN, DAVID
2665 SOUTH BAYSHORE DRIVE
MIAMI, FL 33133 US

Name and Address of New Registered Agent:

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.

SIGNATURE: _____

Electronic Signature of Registered Agent

_____ Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

Title: D () Delete
Name: WITTENBERNS, ROGER
Address: 500 E. BROWARD BLVD., STE. 1650
City-St-Zip: FT. LAUDERDALE, FL 33394

Title: DCOB () Delete
Name: MCDOWELL, DEREK A
Address: 2665 SOUTH BAYSHORE DRIVE STE 800
City-St-Zip: MIAMI, FL 33133

Title: P () Delete
Name: CAVUOTO, CHARLES
Address: 500 E. BROWARD BLVD., STE. 1650
City-St-Zip: FT. LAUDERDALE, FL 33394

Title: CFO () Delete
Name: KACER, MARK
Address: 500 E. BROWARD BLVD., STE. 1650
City-St-Zip: FT. LAUDERDALE, FL 33394

Title: S/GC () Delete
Name: GERSHMAN, DAVID
Address: 2665 SOUTH BAYSHORE DRIVE STE 800
City-St-Zip: MIAMI, FL 33133

Title: D () Delete
Name: SETTEMBTINO, JEFF
Address: 2665 SOUTH BAYSHORE DRIVE STE 800
City-St-Zip: MIAMI, FL 33133

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: D (X) Change () Addition
Name: WITTENBERNS, ROGER
Address: 500 E. BROWARD BLVD., STE. 1650
City-St-Zip: FT. LAUDERDALE, FL 33304

Title: DCOB (X) Change () Addition
Name: MCDOWELL, DEREK A
Address: 2665 SOUTH BAYSHORE DRIVE STE 800
City-St-Zip: MIAMI, FL 33133 US

Title: P (X) Change () Addition
Name: CAVUOTO, CHARLES
Address: 500 E. BROWARD BLVD., STE. 1650
City-St-Zip: FT. LAUDERDALE, FL 33304 US

Title: D (X) Change () Addition
Name: VANDENBERG, JR., PETER
Address: 2665 S. BAYSHORE DR. STE 800
City-St-Zip: MIAMI, FL 33133 US

Title: SGC (X) Change () Addition
Name: GERSHMAN, DAVID
Address: 2665 SOUTH BAYSHORE DRIVE STE 800
City-St-Zip: MIAMI, FL 33133 US

Title: D (X) Change () Addition
Name: SETTEMBTINO, JEFF C
Address: 2665 SOUTH BAYSHORE DRIVE STE 800
City-St-Zip: MIAMI, FL 33133 US

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: PHYLLIS G. DENNIS

AS

04/05/2006

Electronic Signature of Signing Officer or Director

_____ Date