FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00

PROFIT CORPORATION ANNUAL REPORT 1999

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

05-10-1999 90294 047 ***150.00

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FILED

DOCUMENT # P15344

1. Corporation Name

Scandinavian Health Spa, Inc.

Principal Place of Business	Mailing Address
8700 W Bryn Mawr Ave. 2nd Floor Chicago, IL 60631	8700 W Bryn Mawr Ave. 2nd Floor Chicago, IL. 60631

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 6/26/72

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	
21	26	34-1114683	☐ Applied For ☐ Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	5. Certificate of Status Desired ☐	$8.75 Additional Fee Required
City & State 23	City & State 28	6. Election Campaign Financing Trust Fund Contribution ☐	$5.00 May Be Added to Fees
Zip 24 Country 25	Zip 29 Country 30	8. This corporation owes the current year intangible Personal Property Tax. ☐ Yes ☐ No	

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
C T Corporation System 1200 South Pine Island Road Plantation FL 33324	81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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	See Attached ☐ DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	☐ DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	☐ DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	☐ DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	☐ DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	☐ DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	☐ Change ☐ Addition

CR2E034 (11/98)

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 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Albert Barsky 4/30/99 773/380-3000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

STF FL32381F.1

Scandinavian Health Spa, Inc.
Lists of Officers
As of 6/2/99

1. Lee S. Hillman 8700 W. Bryn Mawr Ave. Chicago, IL. 60631	President and Chief Executive Officer	SS# 325-48-4787 (773)380-3000
2. Cary A. Gaan 8700 W. Bryn Mawr Ave. Chicago, IL. 60631	Senior Vice President and Secretary	SS# 348-40-8291 (773)380-3000
3. John W. Dwyer 8700 W. Bryn Mawr Ave. Chicago, IL. 60631	Senior Vice President, CFO and Treasurer	SS# 330-48-9986 (773)380-3000
4. Linda B. Motz 8700 W. Bryn Mawr Ave. Chicago, IL. 60631	Assistant Secretary	SS# 348-38-4268 (773)380-3000
5. Earl Acquaviva 300 E. Joppa Towson, MD 21204	Assistant Secretary	SS# 217-74-2452 (410)296-8800
6. Albert Barsky 8700 W. Bryn Mawr Ave. Chicago, IL. 60631	Assistant Treasurer	SS# 349-34-9681 (773)380-3000
7. Susan R. Rehorst o 8700 W. Bryn Mawr Ave. Chicago, IL. 60631		SS# 358-58-9522 (773)380-3000