2004 FOR PROFIT CORPORATION

Apr 05, 2004 8:00 am Secretary of State **ANNUAL REPORT** DOCUMENT # P30219 04-05-2004 90394 031 ***150 00 SPORTS & FITNESS CLUBS OF AMERICA, INC. Principal Place of Business Mailing Address 24635140 12647 ALCOSTA BLVD 12647 ALCOSTA BLVD 5TH FLOOR 5TH FLOOR SAN RAMON, CA 94583 SAN RAMON, CA 94583 2. Principal Place of Business 3. Mailing Address Suite, Apt. #, etc. Suite, Apt. #, etc. 03232004 Chq-P CR2E034 (10/03) City & State City & State 4. FEI Number Applied For 34-1637810 Not Applicable Zip Country \$8.75 Additional 5. Certificate of Status Desired Fee Required 6. Name and Address of Current Registered Agent 7. Name and Address of New Registered Agent Name CORPORATION SERVICE COMPANY Street Address (P.O. Box Number is Not Acceptable) 1201 HAYS STREET TALLAHASSEE, FL 32301-2525 City Zip Code FL 8. 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. I am familiar with, and accept the obligations of registered agent. SIGNATURE Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE 9. Election Campaign Financing \$5.00 May Be FILE NOW!!! FEE IS \$150.00 After May 1, 2004 Fee will be \$550.00 \Box Trust Fund Contribution. Added to Fees OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11 10. 11. TITLE ☐ Delete TITLE ☐ Change ___ Addition please see BOUMA, BRIAN NAME NAME 5020 FRANKLIN DRIVE STREET ADDRESS STREET ADDRESS attached sheet CITY-ST- 2IP PLEASANTON, CA 94588 CITY-ST-ZIP TITLE ☐ Delete TITLE ☐ Change ☐ Addition NAME MASTROV, MARK NAME STREET ADDRESS 12647 ALCOSTA BLVD 5TH FLOOR STREET ADDRESS CITY-ST-ZIP SAN RAMON, CA 94583 CITY-ST-ZIP TITLE **EVP** Defete TITLE ☐ Change ☐ Addition HEGGIE, COLIN NAME NAME 5020 FRANKLIN DRIVE STREET ADDRESS STREET ADDRESS CITY-ST-ZIP PLEASANTON, CA 94588 CITY-ST-ZIP Delete ☐ Change ☐ Addition TITLE TITLE BAKOS, ANTHONY J II NAME NAME STREET ADDRESS 5020 FRANKLIN DRIVE STREET ADDRESS CITY-ST-ZIP PLEASANTON, CA 94588 CITY-ST-ZIP ☐ Delete ☐ Change ☐ Addition BAKOS, ANTHONY J II NAME NAME STREET ADDRESS 5020 FRANKLIN DRIVE STREET ADDRESS CITY-ST-ZIP PLEASANTON, CA 94588 CITY-ST-ZIP TITLE ☐ Delete TITLE ☐ Change ☐ Addition DEMATTEO, JOHN NAME STREET ADDRESS 5020 FRANKLIN DRIVE STREET ADDRESS CITY-ST-789 PLEASANTON, CA 94588 CITY-ST-ZIP

12. 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 report or supplemental 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 of trustee ampowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like emphasized.

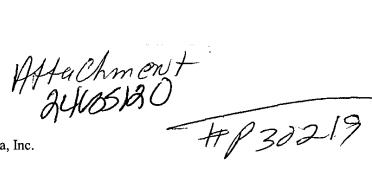
SIGNATURE:

SIGNATURE AND PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Anthony J. Bakes II 4/2/04

FILED

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Sports & Fitness Clubs of America, Inc. List of Officers and Directors 2004

DIRECTORS AND OFFICERS

Directors

Title	Name	Address	City	State	Zip
D	Mark Mastrov	12647 Alcosta Blvd, 5th Flr.	San Ramon	CA	94583
D	Bob Hellman	12647 Alcosta Blvd. 5th Flr.	San Ramon	CA	94583
D	George McCown	12647 Alcosta Blvd. 5th Flr.	San Ramon	CA	94583
D	Jack Murphy	12647 Alcosta Blvd. 5th Flr.	San Ramon	CA	94583

Officers

Name Mark Mastrov (CEO)	Address 12647 Alcosta Blvd. 5 th Flr	City San Ramon	State CA	Zip 94583
Brian Bouma P -(President)	12647 Alcosta Blvd. 5 th Flr	San Ramon	CA	94583
Colin Heggie EVP/ CFO/AS- (EVP/C	12647 Alcosta Blvd. 5 th Flr CFO/Asst. Secretary)	San Ramon	CA	94583
Anthony J. Bakos II EVP/S- (EVP/Secretary	12647 Alcosta Blvd. 5 th Flr. '	San Ramon	CA	94583
John DeMatteo SVP/AS- (SVP/Asst. S	12647 Alcosta Blvd. 5 th Flr. ecretary.)	San Ramon	CA	94583
Mark Bobek VP/T- (VP/Treasurer)	12647 Alcosta Blvd. 5 th Flr	San Ramon	CA	94583