

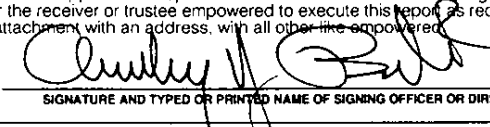


2007 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT # P30219 1. Entity Name SPORTS & FITNESS CLUBS OF AMERICA, INC.						FILED 07 JUL 23 PM 12: 06 SECRETARY OF STATE TALLAHASSEE, FLORIDA 	
Principal Place of Business 12647 ALCOSTA BLVD 5TH FLOOR SAN RAMON, CA 94583				Mailing Address 12647 ALCOSTA BLVD 5TH FLOOR SAN RAMON, CA 94583			
2. Principal Place of Business - No P.O. Box # Suite, Apt. #, etc.				3. Mailing Address Suite, Apt. #, etc.			
City & State Zip Country				4. FEI Number 34-1637810			
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required				Applied For <input type="checkbox"/> Not Applicable			
6. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE, FL 32301-2525				7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code			
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____							
FILE NOW!!! FEE IS \$550.00 Due by September 14, 2007				9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees			
10. OFFICERS AND DIRECTORS				11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P BOUMA, BRIAN 12647 ALCOSTA BLVD., 5TH FLOOR SAN RAMON, CA 94583	<input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	CEO Carl Liebert II 12647 Alcosta Blvd. 5th Flr. San Ramon, CA 94583	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CEO MASTROV, MARK 12647 ALCOSTA BLVD 5TH FLOOR SAN RAMON, CA 94583	<input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	Director Mark Mastrov 12647 Alcosta Blvd. 5th Flr San Ramon, CA 94583	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVP HEGGIE, COLIN 12647 ALCOSTA BLVD., 5TH FLOOR SAN RAMON, CA 94583	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	Director Theodore Forstmann 12647 Alcosta Blvd. 5th Flr San Ramon, CA 94583	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVPS BAKOS, ANTHONY J II 12647 ALCOSTA BLVD., 5TH FLOOR SAN RAMON, CA 94583	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	Director Chris Davis 12647 Alcosta Blvd. 5th Flr San Ramon, CA 94583	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPAS DEMATTEO, JOHN 12647 ALCOSTA BLVD., 5TH FLOOR SAN RAMON, CA 94583	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	Director Carl Liebert II 12647 Alcosta Blvd. 5th Flr San Ramon, CA 94583	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	100106992121 07/31/07--01045--003 **1150.00			
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained 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 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.							
SIGNATURE:  Anthony J. Bakos II Date 7/19/07 Daytime Phone # (925) 543-3100 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Secretary							