



THE UNITED STATES  
CORPORATION  
COMPANY

P40256

ACCOUNT NO. : 072100000032

REFERENCE : 264884 40970B

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : February 19, 1997

ORDER TIME : 10:28 AM

ORDER NO. : 264884

CUSTOMER NO: 40970B

CUSTOMER: Ms. Sue Brodtmann  
Unisearch, Inc.  
Suite 300  
1295 Bandana Boulevard North  
Saint Paul, MN 55108

900002092189--7

CHANGE OF AGENT

NAME: FITNESS CENTERS OF AMERICA,  
INCORPORATED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Tonya C. Holliday

N. HENDRICKS FEB 19 1997

FILED  
97 FEB 19 PM 12:54  
TALLAHASSEE, FLORIDA

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS**

*Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of California submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

1a. The name of the corporation is: Fitness Centers of America, Incorporated

1b. The mailing address of the corporation is : 3500 W. 80th Street, Suite 130  
Bloomington, MN 55431

1c. Date of incorporation: 12/10/74 Document number: P40256

2. The name and address of the current registered agent and office:

CT Corporation System  
1200 S Pine Island Road  
Plantation, FL 33324

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

NRAI Services, Inc.  
526 E. Park Avenue  
Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Don Paul Cochran  
(Signature of an officer, chairman or  
vice chairman of the board)

13 Feb 97  
(Date)

Don Paul Cochran, Secretary  
(Printed or typed name and title)

*Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.*

Sue Brodtmann  
(Signature of Registered Agent)

2-17-97  
(Date)

If signing on behalf of an entity:

Sue Brodtmann  
(Typed or Printed Name)

Asst. Secretary  
(Capacity)