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PROFIT CORPORATION ANNUAL REPORT 1999

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

DOCUMENT # P93000080809

1. Corporation Name
POWERMAX INTERNATIONAL FITNESS EQUIPMENT & GYMS, INC.

Principal Place of Business: 201 SOUTH BISCAYNE BOULEVARD, SUITE 1402, MIAMI FL 33131
Mailing Address: 201 SOUTH BISCAYNE BOULEVARD, SUITE 1402, MIAMI FL 33131



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 1 SE 3 Avenue, Suite 2200, Miami FL
2a. Mailing Address: 26 1 SE 3 Avenue, Suite 2200, Miami FL
23. City & State: Miami FL
24. Zip: 33131, 25. Country: USA

3. Date Incorporated or Qualified: 11/23/1993
4. FEI Number: 65-0453975
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax: No

9. Name and Address of Current Registered Agent: MACAULAY, ROBERT L B ESQ. OLLE, MACAULAY & ZORRILLA, P.A. 201 S. BISCAYNE BLVD., STE. 1402 MIAMI FL 33131

10. Name and Address of New Registered Agent: 81 Name: Mitrani, Rynor, Adamsky, Macaulay, et al. 82 Street Address: 1 SE 3 Avenue, Suite 2200 83 City: Miami, FL 85 Zip Code: 33131

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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: Robert B. Macaulay, Robert B. Macaulay, 4/29/99

12. OFFICERS AND DIRECTORS: DP HOFMEIER, RALPH M. 201 SOUTH BISCAYNE BOULEVARD, SUITE 1402 MIAMI FL 33131. DVPS SEIDL, ANDREA. 201 SOUTH BISCAYNE BOULEVARD, SUITE 1402 MIAMI FL 33131.

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12: 1.1 TITLE: Change, 1.2 NAME: 1 SE 3 Avenue, Suite 2200, Miami FL 33131. 2.1 TITLE: Change, 2.2 NAME: 1 SE 3 Avenue, Suite 2200, Miami, FL 33131. 3.1 TITLE: Change, 3.2 NAME: Robert B. Macaulay, 3.3 STREET ADDRESS: 1 SE 3 Avenue, Suite 2200, Miami LF 33131.

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: Robert B. Macaulay, Robert B. Macaulay, 4/29/99 305-358-9200

CR2E034 (11/98)