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Mar 24 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P94000044258 (9)

1. Corporation Name
PHOENIX GYM, INC.



Principal Place of Business
314-316 SEABREEZ BLVD.
DAYTONA BEACH FL 32118

Mailing Address
314-316 SEABREEZ BLVD.
DAYTONA BEACH FL 32118-4028

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 06/15/1994	3a. Date of Last Report 03/26/1996
21. State, Apt. #, etc.	26. State, Apt. #, etc.	4. FEI Number 59-3251701	Applied For Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	29. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
HOULLIS, CLARA G
800 RIVERSIDE DRIVE
HOLLY HILL FL 32117

10. Name and Address of New Registered Agent
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 607.1508, 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 filing in with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent's signature required when terminating) _____ DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
NAME	D SOTIRIN, EMANUEL J	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	84 HILDALE AVENUE	1.2 NAME	
CITY - ST - ZIP	ORMOND BEACH FL 32176	1.3 STREET ADDRESS	
TITLE	D	1.4 CITY - ST - ZIP	
NAME	SOTIRIN, NICHOLAS J	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	810 WEST VICTORIA CIRCLE	2.2 NAME	
CITY - ST - ZIP	ORMOND BEACH FL 32174	2.3 STREET ADDRESS	
TITLE	D	2.4 CITY - ST - ZIP	
NAME	HOULLIS, CLARA G	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	808 RIVERSIDE DRIVE	3.2 NAME	
CITY - ST - ZIP	HOLLY HILL FL 32117	3.3 STREET ADDRESS	
TITLE		3.4 CITY - ST - ZIP	
NAME		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		4.2 NAME	
CITY - ST - ZIP		4.3 STREET ADDRESS	
TITLE		4.4 CITY - ST - ZIP	
NAME		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		5.2 NAME	
CITY - ST - ZIP		5.3 STREET ADDRESS	
TITLE		5.4 CITY - ST - ZIP	
NAME		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		6.2 NAME	
CITY - ST - ZIP		6.3 STREET ADDRESS	
TITLE		6.4 CITY - ST - ZIP	

14. I do 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.

SIGNATURE: CLARA G. HOULLIS *Clara G. Houllis* 3-18-97 904(258-9383)
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)