

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Feb 17 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 # P94000061472 (4)

1. Corporation Name  
CITY GYM, INC.



Principal Place of Business  
15462 GULF BLVD  
MADEIRA BEACH FL 33708

Mailing Address  
15462 GULF BLVD  
MADEIRA BEACH FL 33708-1845

|                                                                                                                                                                |                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|
| 3. Date Incorporated or Qualified<br>08/16/1994                                                                                                                | 3a. Date of Last Report<br>03/06/1996 |
| 4. FEI Number<br>59-3263015                                                                                                                                    | Applied For<br>Not Applicable         |
| 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                      | \$8.75 Additional<br>Fee Required     |
| 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>                                                                             | \$5.00 May Be<br>Added to Fees        |
| 8. This corporation has liability for intangible tax under s. 199.032,<br>Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                                       |

|                                                                              |                                                  |
|------------------------------------------------------------------------------|--------------------------------------------------|
| 2. Principal Place of Business<br>21 320 CENTRAL AVE.<br>Suite, Apt. #, etc. | 2a. Mailing Address<br>26<br>Suite, Apt. #, etc. |
| 22 City & State<br>23 ST. PETERSBURG<br>Zip Country                          | 27 City & State<br>28<br>Zip Country             |
| 24 33701 25                                                                  | 29 30                                            |

9. Name and Address of Current Registered Agent

FOSTER, DAVID W  
555 FOURTH STREET NORTH  
ST PETERSBURG FL 33701

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 familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent, and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

| 12. OFFICERS AND DIRECTORS |                                              | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                   |
|----------------------------|----------------------------------------------|-------------------------------------------------------|-------------------------------------------------------------------|
| TITLE                      | PD <input type="checkbox"/> DELETE           | 1.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | SCHMIDT, THOMAS J                            | 1.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 15462 GULF BLVD                              | 1.3 STREET ADDRESS                                    |                                                                   |
| CITY - ST - ZIP            | MADEIRA BEACH FL 33708                       | 1.4 CITY - ST - ZIP                                   |                                                                   |
| TITLE                      | D <input checked="" type="checkbox"/> DELETE | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | SCHMIDT, RONALD J                            | 2.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 225-140TH AVE                                | 2.3 STREET ADDRESS                                    |                                                                   |
| CITY - ST - ZIP            | MADEIRA BEACH FL 33708                       | 2.4 CITY - ST - ZIP                                   |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE              | 3.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                              | 3.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                              | 3.3 STREET ADDRESS                                    |                                                                   |
| CITY - ST - ZIP            |                                              | 3.4 CITY - ST - ZIP                                   |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE              | 4.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                              | 4.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                              | 4.3 STREET ADDRESS                                    |                                                                   |
| CITY - ST - ZIP            |                                              | 4.4 CITY - ST - ZIP                                   |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE              | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                              | 5.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                              | 5.3 STREET ADDRESS                                    |                                                                   |
| CITY - ST - ZIP            |                                              | 5.4 CITY - ST - ZIP                                   |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE              | 6.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                              | 6.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                              | 6.3 STREET ADDRESS                                    |                                                                   |
| CITY - ST - ZIP            |                                              | 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: *Thomas J. Schmidt* THOMAS J. SCHMIDT  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

12-12-97 898-3302  
Date Daytime Phone #

CR2E034 (9/96)