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October 21, 1997

Secretary of State
Florida Department of State
State Capitol, Plaza 2
Tallahassee, FL 32399-0250

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-10/28/97--01076--003
*****35.00 *****35.00

RE: Riviera Fitness Center, Inc.
Change of Registered Agent
Our file no: R-111


Dear Sir/Madam:

Please find enclosed an original and two copies of a Statement of Change of Registered Office or Registered Agent which has been prepared on behalf of the above named corporation.

Please file the document into the record and return a conformed copy to me in the enclosed self-addressed stamped envelope. My firm's check in the amount of \$35.00 is enclosed to cover the cost of filing the same.

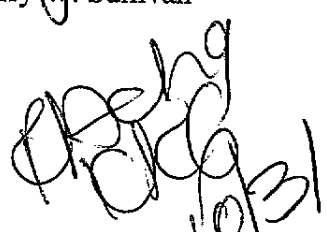
Thank you for your attention and assistance.

Very Truly Yours,


Jerry W. Sullivan

JWS/dpd

FILED
97 OCT 28 PM 4:38
SECRETARY OF STATE
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 FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: RIVIERA FITNESS CENTER, INC.
2. The mailing address of the corporation is: 6235 N. Davis Highway, S-108
Pensacola, FL 32504-6974
3. Date of incorporation/qualification: 9/26/94 Document number: P94000079615 (7)
4. The name and address of the current registered agent and office:

Capital Connection, INC.
417 E. Virginia Suite 1
Tallahassee, FL 32301

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

Mark Dickens
6235 N. Davis Highway, S-108
Pensacola, FL 32504-6974

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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.

Reynold T Rice 10-13-97
(Signature of an officer, chairman or vice chairman of the board) (Date)

REYNOLD T RICE, PRESIDENT

(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.

Mark Dickens 8-12-97
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Mark Dickens Vice President and
(Typed or Printed Name) Registered Agent
(Capacity)