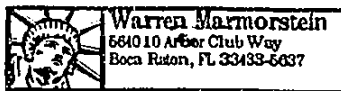


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Warren Marmorstein
5640 10 Arbor Club Way
Boca Raton, FL 33433-5037

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<input type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A., Officer/ Director
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OFFICER / DIRECTOR RESIGNATION

I, WARREN MARMORSTEIN, hereby resign as VICE PRESIDENT, SECRETARY,
(Title)
TREASURER AND DIRECTOR
of THE GREAT AMERICAN FITNESS COMPANY
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

and affirm that the corporation has been notified in writing of the resignation.

Warren Marmorstein
(Signature of resigning officer/director)

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