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

PROFIT CORPORATION ANNUAL REPORT
1999

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

FILED
99 MAR -8 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P95000091592

1. Corporation Name
SOUTH Florida FITNESS INC.

Principal Place of Business
Golds GYM
2101 Palm BEACH LAKES BLVD
West Palm BEACH, Fl 33409

Mailing Address
SAME

2. Principal Place of Business
21
Suite, Apt #, etc
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc
27
City & State
28
Zip 29 Country 30

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
12/1/95

4. FEI Number
65-0626819

[ ] Applied For
[ ] Not Applicable

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 [ ] Yes [X] No

9. **Name and Address of Current Registered Agent**

~~MR. JIM CHOFFI~~
~~JUPITER, FL 33408~~ James CIOFFI
250 TEQUESTA DR. SUITE 300
TEQUESTA Fl. 33469

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	
TITLE	KENT LaFleur P,T	[ ] DELETE
NAME	SAINT TROPEZ	
STREET ADDRESS	Palm BEACH Gardens, Fl 33410	
CITY-ST-ZIP		
TITLE	MARK Simmons VP, S	[ ] DELETE
NAME	2225 CAPRI Circle	
STREET ADDRESS	PALM BEACH Gardens, Fl. 33410	
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE / 12 NAME / 13 STREET ADDRESS / 14 CITY-ST-ZIP [ ] Change [ ] Addition
21 TITLE / 22 NAME / 23 STREET ADDRESS / 24 CITY-ST-ZIP [ ] Change [ ] Addition
31 TITLE / 32 NAME / 33 STREET ADDRESS / 34 CITY-ST-ZIP [ ] Change [ ] Addition
41 TITLE / 42 NAME / 43 STREET ADDRESS / 44 CITY-ST-ZIP [ ] Change [ ] Addition
51 TITLE / 52 NAME / 53 STREET ADDRESS / 54 CITY-ST-ZIP [ ] Change [ ] Addition
61 TITLE / 62 NAME / 63 STREET ADDRESS / 64 CITY-ST-ZIP [ ] Change [ ] Addition

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****150.00 ****150.00

VSP 3/8/99

CR2E034 (11/98)

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: [signature] MARK Simmons 2/15/99 561-471-8880