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Apr 29 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 # P96000070614 (8)

1. Corporation Name
21ST CENTURY FITNESS, INC.



Principal Place of Business
3010 SO BABCOCK STREET
MELBOURNE FL 32901

Mailing Address
3010 SO BABCOCK STREET
MELBOURNE FL 32901-6923

3. Date Incorporated or Qualified
08/22/1996

3a. Date of Last Report

2. Principal Place of Business

21 90 LADY OF AMERICA
Suite, Apt. #, etc.

22 1549 PALM BAY RD
City & State

23 MELBOURNE FL
Zip

24 32901 Country USA

2a. Mailing Address

26 LADY OF AMERICA
Suite, Apt. #, etc.

27 1549 PALM BAY RD
City & State

28 MELBOURNE FL
Zip

29 32901 Country USA

4. FET Number

59-3405574

Applied For

Not Applicable

5. Certificate of Status Desired

X

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes

X

No

9. Name and Address of Current Registered Agent

PERKINS, VICKIE
3010 SO BABCOCK STREET
MELBOURNE FL 32901

10. Name and Address of New Registered Agent

81 Name RONALD DU PONTE

82 Street Address (P.O. Box Number is Not Acceptable)
90 LADY OF AMERICA

83 1549 PALM BAY RD

84 City MELBOURNE

FL

85 Zip Code 32901

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 X RONALD DU PONTE

X RONALD DU PONTE

X 4/21/97

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

(Not a Registered Agent signature required when re-registering)

DATE

12. OFFICERS AND DIRECTORS

TITLE
NAME D FRICANO, JOSEPH DR.
STREET ADDRESS 101 MAIN STREET BOX Q
CITY-ST-ZIP PHILMONT NY 12565

TITLE
NAME D FRICANO, MARYANN
STREET ADDRESS 101 MAIN STREET BOX Q
CITY-ST-ZIP PHILMONT FL 12565

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
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 unchanged, or on an attachment with an address.

SIGNATURE X RONALD DU PONTE

4/14/97 818/672-0087

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