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May 04, 1999 8:00 am
Secretary of State

05-04-1999 90110 012 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P96000071288

1. Corporation Name
RX: FITNESS, INC.



Principal Place of Business: 375 83RD AVENUE NORTH ST PETERSBURG FL 33701
Mailing Address: 9371 US HWY 19 N SUITE C PINELLAS PARK FL 33782 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields.

3. Date Incorporated or Qualified: 08/26/1996
4. FEI Number: 59-3412517
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

9. Name and Address of Current Registered Agent: MCLEOD, PHILIP A, 540 FOURTH STREET NO, ST. PETERSBURG FL 33701

10. Name and Address of New Registered Agent (81-85) fields.

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) and DATE

12. OFFICERS AND DIRECTORS table with columns for TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP and a DELETE checkbox.

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 table with columns for 1.1-1.4 and 2.1-2.4 fields and checkboxes for Change and Addition.

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] REQUIRED 4/29/99 (727) 577-6811

CR2E034 (1/98)