


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

FILED

Jun 17 1997 8:00am  
Secretary of State

|  |   |  |
|--|---|--|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br>1997 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Northam<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|--|---|--|

DOCUMENT # P96000080402 (6)

1. Corporation Name  
ALPHA GYM, INC.



|   |  |
|---|--|
| Principal Place of Business<br>272 SR 312<br>ST. AUGUSTINE FL | Mailing Address<br>272 SR 312<br>ST. AUGUSTINE FL 32086-4242 |
|---|--|

|                                |                     |                     |                     |  |  |                                   |  |
|--------------------------------|---------------------|---------------------|---------------------|--|--|-----------------------------------|--|
| 2. Principal Place of Business |                     | 2a. Mailing Address |                     | 3. Date Incorporated or Qualified<br>09/27/1996  |  | 3a. Date of Last Report           |  |
| 21                             | Suite, Apt. #, etc. | 26                  | Suite, Apt. #, etc. | 4. FET Number<br>59-3390521  |  | Applied For<br>Not Applicable     |  |
| 22                             | City & State        | 27                  | City & State        | 5. Certificate of Status Desired <input type="checkbox"/>  |  | \$8.75 Additional<br>Fee Required |  |
| 23                             | Zip                 | 28                  | Country             | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>   |  | \$5.00 May Be<br>Added to Fees    |  |
| 24                             | Country             | 29                  | Country             | 8. This corporation has liability for intangible tax under s. 199.032,<br>Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |  |                                   |  |

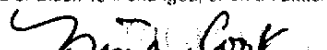
|  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|
| 9. Name and Address of Current Registered Agent<br>SCHAEFER, CLARK<br>272 SR 312<br>ST. AUGUSTINE FL |  |  |  | 10. Name and Address of New Registered Agent                               |  |  |  |
|  |  |  |  | B1 Name John Sundeman  |  |  |  |
|  |  |  |  | B2 Street Address (P.O. Box Number is Not Acceptable)<br>100 Arricola Ave. |  |  |  |
|  |  |  |  | B3   |  |  |  |
|  |  |  |  | B4 City St. Augustine FL B5 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 for 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  John Sundeman, CPA (NOTE: Registered Agent signature required when registering) 06/10/97

| 12. OFFICERS AND DIRECTORS |   |                  |                                 | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |  |                                 |                                   |
|----------------------------|---|------------------|---------------------------------|---|--|---------------------------------|-----------------------------------|
| TITLE                      | D | COOK, JOE        | <input type="checkbox"/> DELETE | 1.1 TITLE   |  | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME                       |   | 272 SR 312       |                                 | 1.2 NAME  |  |                                 |                                   |
| STREET ADDRESS             |   | ST. AUGUSTINE FL |                                 | 1.3 STREET ADDRESS                                    |  |                                 |                                   |
| CITY-ST-ZIP                |   |                  |                                 | 1.4 CITY-ST-ZIP                                       |  |                                 |                                   |
| TITLE                      | D | COOK, NINA       | <input type="checkbox"/> DELETE | 2.1 TITLE   |  | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME                       |   | 272 SR 312       |                                 | 2.2 NAME  |  |                                 |                                   |
| STREET ADDRESS             |   | ST. AUGUSTINE FL |                                 | 2.3 STREET ADDRESS                                    |  |                                 |                                   |
| CITY-ST-ZIP                |   |                  |                                 | 2.4 CITY-ST-ZIP                                       |  |                                 |                                   |
| TITLE                      |   |                  | <input type="checkbox"/> DELETE | 3.1 TITLE   |  | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME                       |   |                  |                                 | 3.2 NAME  |  |                                 |                                   |
| STREET ADDRESS             |   |                  |                                 | 3.3 STREET ADDRESS                                    |  |                                 |                                   |
| CITY-ST-ZIP                |   |                  |                                 | 3.4 CITY-ST-ZIP                                       |  |                                 |                                   |
| TITLE                      |   |                  | <input type="checkbox"/> DELETE | 4.1 TITLE   |  | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME                       |   |                  |                                 | 4.2 NAME  |  |                                 |                                   |
| STREET ADDRESS             |   |                  |                                 | 4.3 STREET ADDRESS                                    |  |                                 |                                   |
| CITY-ST-ZIP                |   |                  |                                 | 4.4 CITY-ST-ZIP                                       |  |                                 |                                   |
| TITLE                      |   |                  | <input type="checkbox"/> DELETE | 5.1 TITLE   |  | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME                       |   |                  |                                 | 5.2 NAME  |  |                                 |                                   |
| STREET ADDRESS             |   |                  |                                 | 5.3 STREET ADDRESS                                    |  |                                 |                                   |
| CITY-ST-ZIP                |   |                  |                                 | 5.4 CITY-ST-ZIP                                       |  |                                 |                                   |
| TITLE                      |   |                  | <input type="checkbox"/> DELETE | 6.1 TITLE   |  | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME                       |   |                  |                                 | 6.2 NAME  |  |                                 |                                   |
| STREET ADDRESS             |   |                  |                                 | 6.3 STREET ADDRESS                                    |  |                                 |                                   |
| CITY-ST-ZIP                |   |                  |                                 | 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 if changed, or on an attachment with an address.

SIGNATURE:  5/29/97 (964)446-8330

CR2E034 (9/96)