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PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra S. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P97000008296 (0)

1. Corporation Name

H & H FITNESS, INC.



Principal Place of Business

Mailing Address

1014 MANOR DRIVE
PALM SPRINGS FL 33461

1014 MANOR DRIVE
PALM SPRINGS FL 33461

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

01/22/1997

4. FEI Number

65-0724131

Applied For

Not Applicable

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

GESCH, JOHN C
2365 SOUTH CONGRESS AVENUE
WEST PALM BEACH FL 33406

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 (omit title if applicable)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
PTD
HUBSCHER, DONNA A
1014 MANOR DRIVE
PALM SPRINGS FL 33461

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
D
HUBSCHER, TAYLOR M
1027 10TH WAY
WEST PALM BEACH FL 33407

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
V
HUBSCHER, BONNIE J
171 LAKE ARBOR DRIVE
PALM SPRINGS FL 33461

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
D
BUTLER, BRANT
6870 HAMMOCK LANE
WEST PALM BEACH FL 33411

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

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

Change Addition

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

Change Addition

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

Change Addition

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

Change Addition

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

Change Addition

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

Change Addition

Vice President

Secretary

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.

SIGNATURE

Brant B. Butler

1-22-98 (F) 1304222

CR2E034 (10/97)