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FILED
May 26 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P97000070279 (9)

1. Corporation Name

MAXIMUM FITNESS, INC.



Principal Place of Business

1311 NW 6TH AVE
HAWTHORNE FL 32640

Mailing Address

1311 NW 6TH AVE
HAWTHORNE FL 32640

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

08/13/1997

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

4. FEI Number

59-3467243

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 or has paid the current year Intangible
Personal Property Tax due June 30.

Yes No

9. Name and Address of Current Registered Agent

ADAMS, JOYCE E
1311 NW 6TH AVE
HAWTHORNE FL 32640

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 types for printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE D
NAME ADAMS, JOYCE E
STREET ADDRESS 4726 NE 211TH DR
CITY-ST-ZIP EARLETON FL 32631

TITLE D
NAME ADAMS-COLLINS, KANDACE N
STREET ADDRESS 11727 SE 225TH DR
CITY-ST-ZIP HAWTHORNE FL 32640

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 P/T/D
1.2 NAME Adams, Joyce E
1.3 STREET ADDRESS 4726 NE 211 Dr
1.4 CITY-ST-ZIP Earleton, FL 32631

2.1 TITLE V/S/D
2.2 NAME Adams-Collins, Kandace N
2.3 STREET ADDRESS 11727 SE 225th Dr
2.4 CITY-ST-ZIP Hawthorne, FL 32640

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 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.

CR2E034 (10/97)