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DEVINE, MILLIMET & BRANCH
PROFESSIONAL ASSOCIATION • ATTORNEYS AT LAW

Respond to Andover Office

June 15, 1998

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P.O. Box 39
Andover, MA 01810

Tel: 978-475-9100
781-942-0932
Fax: 978-470-0618

Victory Park
111 Amherst Street
P.O. Box 719
Manchester, NH 03105

Tel: 603-669-1000
Fax: 603-669-8547

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find an executed Statement of Change of Registered Agent for National Fitness Clubs of Florida II, Inc. Kindly file this document in your usual manner, and return a date stamped copy to this office to indicate your receipt. For your convenience, I have enclosed a self-addressed stamped envelope, along with a copy of the document in which to return. In addition, I have enclosed a check made payable to the State of Florida in the amount of \$35.00 to cover the necessary filing fee.

If you have any questions or comments regarding this matter, please do not hesitate to contact me.

Respectfully yours,

Michael E. Kushnir

MEK/eml
encl.

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TALLAHASSEE, FLORIDA

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Retired

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Paul R. Kfoury, Jr.

*Admitted in Massachusetts.

R.A. Change

Joe 7/1

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: National Fitness Clubs of Florida II, Inc.

2. The mailing address of the corporation is: 8540 Dayton Avenue, Ft Myers, FL 33907

3. Date of incorporation/qualification: 4/9/98 Document number: P98000032866

4. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Road

City of Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

National Fitness Clubs of Florida, Inc., 8540 Dayton Avenue

8540 Dayton Avenue

Ft. Myers, FL 33907

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

5/15/98

(Date)

Pierre A. Narath, President

(Printed or typed name and title)

5/15/98

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

National Fitness Clubs of Florida, Inc.

By: (Signature of Registered Agent)
Pierre A. Narath, President

5/15/98

(Date)

If signing on behalf of an entity:

National Fitness Clubs of Florida, Inc.

(Typed or Printed Name)

Pierre A. Narath, President

(Capacity)

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TALLAHASSEE, FLORIDA