

522692

STEELE & HANSON, P.A.  
Attorneys At Law

Museum Tower • Penthouse  
150 West Flagler Street  
Miami, Florida 33130  
Telephone: 305-379 7001  
Facsimile: 305-379-7008

September 16, 1997

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

600002296576--2  
-09/18/97--01025--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Re: Change of Registered Agent  
Total Fitness Network, Inc.**

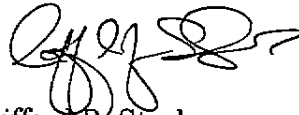
Dear Sir/Madam:

We enclose herewith a "Statement Of Change Of Registered Office Or Registered Agent Or Both For Corporations," requesting that you designate our law firm as the new Registered Agent for our client, Total Fitness Network, Inc.

Also enclosed please find a check in the amount of \$35 made payable to the Florida Secretary of State as and for the filing fee in this regard.

We would appreciate receiving a file-stamped and dated copy from your office acknowledging receipt and filing hereof. In this regard, we have also enclosed a self-addressed, stamped envelope for your convenience. Thank you.

Very truly yours,



Clifford R. Steele

CRS/mpd  
Enclosures

cc: William P. Cortright

FILED  
97 OCT 28 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CRS  
10/28

R.A. Change

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: TOTAL FITNESS NETWORK, INC.

2. The mailing address of the corporation is 2601 S. Bayshore Drive, Miami, FL 33133

3. Date of incorporation/qualification: 2/18/1990 Document number: S22692

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

The Prentice Hall Corporation System, Inc.

11201 Hays Street, Suite 105

Tallahassee, FL 32301

FILED  
91 OCT 28 AM 8 44  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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

Steele & Hanson, P.A.

150 West Flagler Street, Penthouse

Miami, FL 33130

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)

(Date)

WILLIAM CORTRIGHT

10/21/97  
PRESIDENT

(Printed or typed name and title)

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.

(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

Clifford R. Steele, Esq. as President

President/Attorney at Law

(Typed or Printed Name)

(Capacity)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 24, 1997

CLIFFORD R. STEELE  
STEELE & HANSON, P.A.  
150 W. FLAGLER STREET  
MIAMI, FL 33130

SUBJECT: TOTAL FITNESS NETWORK, INC.  
Ref. Number: S22692

We have received your document for TOTAL FITNESS NETWORK, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 297A00047336

**STEELE & HANSON, P.A.**  
Attorneys At Law

Museum Tower • Penthouse  
150 West Flagler Street  
Miami, Florida 33130

Telephone: 305-379 7001  
Facsimile: 305-379-7008

October 23, 1997

Teresa Brown, Corporate Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

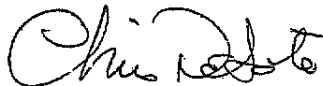
**Re: Letter #297A00047336**  
**Total Fitness Network, Inc.**  
**Ref. #S22692**  
**Change of Registered Agent**

Dear Ms. Brown:

Regarding your September 24, 1997 letter, we are enclosing the amended Statement of Change of Registered Agent reflecting the registered agent now on file with the Florida Department of State as you directed. If the enclosed meet with your approval, please process our application.

Should you have any further questions, please do not hesitate to contact our office.  
Thank you.

Very truly yours,



Christiane De Soto  
Litigation Assistant

cd  
Enclosures