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04-29-1999 90083 049 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS																									
DOCUMENT # S25702 1. Corporation Name UNIVERSITY FITNESS OF MIAMI, INC.																											
Principal Place of Business P.O. BOX 1007 COCONUT GROVE FL 33133 US		Mailing Address P.O. BOX 1007 COCONUT GROVE FL 33233 US																									
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country																									
9. Name and Address of Current Registered Agent SILVER ESQUIRE, SCOTT A. C/O SILVER & GARVETT, P.A. 1 GROVE VILLA, 3350 SW 27 AVE COCONUT GROVE FL 33133		10. Name and Address of New Registered Agent 81 Name: DUANE CROSS 82 Street Address (P.O. Box Number is Not Acceptable): 601 N. Lois Ave 83 84 City: TAMPA FL 85 Zip Code: 33609																									
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 607.0504, Florida Statutes. SIGNATURE: <i>Duane G. Cross</i> President DATE: 04/26/99 <small>Signature, typed or printed name of registered agent and title if applicable. NOTE: Registered Agent signature required when reinstating.</small>																											
12. OFFICERS AND DIRECTORS <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">TITLE</td> <td style="width: 70%;">PD</td> <td style="width: 10%; text-align: right;"><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td>CROSS, DUANE G.</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>PO BOX 1007 N/A</td> <td></td> </tr> <tr> <td>CITY-STATE-ZIP</td> <td>COCONUT GROVE FL 33133</td> <td></td> </tr> </table>		TITLE	PD	<input type="checkbox"/> DELETE	NAME	CROSS, DUANE G.		STREET ADDRESS	PO BOX 1007 N/A		CITY-STATE-ZIP	COCONUT GROVE FL 33133		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">1.1 TITLE</td> <td style="width: 70%;"></td> <td style="width: 10%; text-align: right;"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td> </tr> <tr> <td>1.2 NAME</td> <td></td> <td></td> </tr> <tr> <td>1.3 STREET ADDRESS</td> <td></td> <td></td> </tr> <tr> <td>1.4 CITY-STATE-ZIP</td> <td></td> <td></td> </tr> </table>		1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	1.2 NAME			1.3 STREET ADDRESS			1.4 CITY-STATE-ZIP		
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DO NOT WRITE IN THIS SPACE

SIGNATURE:

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

04/26/99 (305) 448-2400