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PROFIT CORPORATION ANNUAL REPORT

1996

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

DOCUMENT # 540408

1. Corporation Name

WOMEN'S HERLTH AND FITNESS, INC.

Principal Place of Business
7262 W. COLONIAL DR.
ORLANDO, FL 32818

Mailing Address
280 STATE RD #434
SUITE 1049
ALTAMONTE SPGS, FL 32714

3. Date Incorporated or Qualified: 3-22-91
3a. Date of Last Report: 3-7-95

2. Principal Place of Business
21 7262 W. COLONIAL DR.
22 Suite, Apt. #, etc:
23 City & State: ORLANDO, FL
24 Zip: 32818 25 Country:

2a. Mailing Address
26 280 STATE RD 434
27 Suite, Apt. #, etc: SUITE 1049
28 City & State: ALTAMONTE SPGS, FL
29 Zip: 32714 30 Country:

4. FEI Number: 59-3058748 — 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 has liability for intangible tax under s. 199.032 Florida Statutes [✓] Yes [ ] No

9. Name and Address of Current Registered Agent

BERNARD PALLUCK
280 STATE RD 434
SUITE 1049
ALTAMONTE SPGS, FL 32714

10. Name and Address of New Registered Agent

81 Name: SAME
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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent's signature required if agent is changed.)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VP PALLUCK, BERNARD F. 102 SWEETWATER CLUB BLVD. LONGWOOD, FL 32779	[ ] DELETE	11 TITLE / 12 NAME / 13 STREET ADDRESS / 14 CITY-ST-ZIP	S MACEACHIN, WENDY 6118 GAMBLE DR. ORLANDO, FL 32808	[✓] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	P PALLUCK, EDDIE M. 102 SWEETWATER CLUB BLVD. LONGWOOD, FL 32779	[ ] DELETE	21 TITLE / 22 NAME / 23 STREET ADDRESS / 24 CITY-ST-ZIP		[✓] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	S MACEACHIN, WENDY 6118 GAMBLE DR. ORLANDO, FL 32808	[ ] DELETE	31 TITLE / 32 NAME / 33 STREET ADDRESS / 34 CITY-ST-ZIP	—	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	~~VP~~ ~~CHARD, TRISH~~ ~~6556 CHANTRY ST.~~ ~~ORLANDO, FL~~	[✓] DELETE	41 TITLE / 42 NAME / 43 STREET ADDRESS / 44 CITY-ST-ZIP		[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	T BOUCHARD, LISA 1162 PASEO DEL MAR CASSELBERRY, FL	[ ] DELETE	51 TITLE / 52 NAME / 53 STREET ADDRESS / 54 CITY-ST-ZIP	T HERRON, LISA 1162 PASEO DEL MAR CASSELBERRY, FL 32707	[✓] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	61 TITLE / 62 NAME / 63 STREET ADDRESS / 64 CITY-ST-ZIP	200001759522 -03/27/96--01057--022 ***200.00	[ ] Change [ ] Addition

CR2E034 (12/95)

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this 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 above, or on an attachment with an address.

SIGNATURE: [signature] BERNARD F. PALLUCK 3-18-96 407-788-8859
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #