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Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # V70569 (1)
1. Corporation Name
TEAM FITNESS INC.

Principal Place of Business
306 N. NOVA RD.
ORMOND BEACH FL 32174
US

Mailing Address
306 NORTH NOVA ROAD
ORMOND BEACH FL 32174



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Zip
24	Country	29	Country
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CARTER, BRIAN J. 1006 BIG OAKS BLVD. OVIEDO FL 32765		81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 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, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	
NAME	CARTER, BRIAN J	1.2 NAME	
STREET ADDRESS	1006 BIG OAKS BLVD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	OVIEDO FL 32765	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	
NAME	CARTER, ELIZABETH	2.2 NAME	
STREET ADDRESS	1006 BIG OAKS BLVD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	ORMOND BEACH FL	2.4 CITY-ST-ZIP	
TITLE	Rocco Centanti	3.1 TITLE	
NAME	306 N. NOVA RD	3.2 NAME	
STREET ADDRESS	ORMOND BEACH, FL 32174	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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.

SIGNATURE:

[Signature]

BRIAN JAMES CARTER

1/5/98

2/1/98

CR2E034 (10/97)