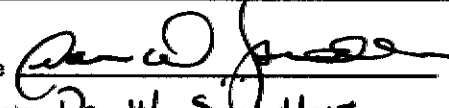


No. <b>C 93670</b>	<b>Annual Report Form</b> Due No Later Than November 30, <b>1999</b>		2. Registered Agent and Office <b>NOT A P.O. BOX</b>	
Return to: <b>SECRETARY OF STATE</b> <b>700 WEST JEFFERSON</b> <b>PO BOX 83720</b> <b>BOISE, ID 83720-0080</b>  <b>NO FEE REQUIRED</b>  <b>* FIRST NOTICE *</b>	1. Mailing Address - Please Correct, If Not Correct		<b>DAN W SPINDLER</b> <b>1137 HARCOURT DR.</b>  <b>BOISE ID 83702</b>	
	<b>GYM OUTFITTERS, INC.</b> <b>DAN W SPINDLER</b> <b>822 S VISTA AVE</b>  <b>BOISE ID 83705</b>		3. Organized Under the Laws of:  <b>ID C 93670</b>	
Corporations: Enter Names and Business Addresses of <b>President, Secretary and Directors</b> Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> <b>Managers</b> or <input type="checkbox"/> <b>Members</b> (check one)				
<u>Office held</u>  <b>President</b>  <b>Secretary</b>	<u>Name</u>  <b>Dan W. Spindler</b>  <b>Marj E. Spindler</b>	<u>Street or P.O. Address</u>  <b>1137 Harcourt Dr.</b>  <b>1137 Harcourt Dr.</b>	<u>City</u>  <b>Boise,</b>  <b>Boise,</b>	<u>State</u> <u>Zip</u>  <b>Idaho 83702</b>  <b>Idaho 83702</b>
5. Signature of New Registered Agent		6. Signature  Date <b>7-15-99</b> Name (Typed or Printed) <b>Dan W. Spindler</b> Title <b>President</b>		

ISSUED: 07-03-1999

23422