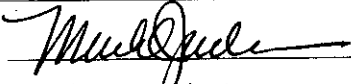
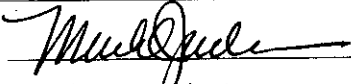
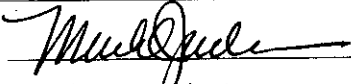


No. W 12945	Due no later than Sep 30, 2002 Annual Report Form		2. Registered Agent and Office NO PO BOX																						
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable		MARK A JACKSON 110 WALLACE AVE COEUR D'ALENE, ID 83814																						
	PINNACLE FITNESS, L.L.C. MARK A JACKSON 110 WALLACE AVE COEUR D'ALENE, ID 83814																								
4. Limited Liability Companies: Enter Names and Addresses of Members. <table border="1"> <thead> <tr> <th></th> <th><u>Office held</u></th> <th><u>Name</u></th> <th><u>Street or P.O. Address</u></th> <th><u>City</u></th> <th><u>State</u></th> <th><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td>Member</td> <td></td> <td>Steven R. Appleton</td> <td>P.O. Box 16650</td> <td>Boise, T</td> <td>Idaho</td> <td>83715</td> </tr> <tr> <td>Member</td> <td></td> <td>Josh Wheeler</td> <td>2832 Indian Creek Rd.</td> <td>Mendota</td> <td>Idaho</td> <td></td> </tr> </tbody> </table>						<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	Member		Steven R. Appleton	P.O. Box 16650	Boise, T	Idaho	83715	Member		Josh Wheeler	2832 Indian Creek Rd.	Mendota	Idaho	
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5. Organized Under the Laws of: IDAHO W 12945		6. <table border="1"> <tr> <td>Signature </td> <td>Date <u>7/18/02</u></td> </tr> <tr> <td>Name (Typed or Printed) <u>Mark A. Jackson</u></td> <td>Title <u>Atty/Registered Agent</u></td> </tr> </table>			Signature 	Date <u>7/18/02</u>	Name (Typed or Printed) <u>Mark A. Jackson</u>	Title <u>Atty/Registered Agent</u>																	
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