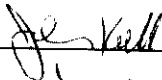


No. W 7870	Annual Report Form Due No Later Than November 30, 1999		2. Registered Agent and Office NOT A P.O. BOX
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED	1. Mailing Address - Please Correct, If Not Correct ULTRAFIT CENTER #1, L.L.C. KEVIN M SPELLMAN 927 E POLSTON AVE STE 101 POST FALLS ID 83854		KEVIN M SPELLMAN 927 E POLSTON AVE STE 101 POST FALLS ID 83854
* FIRST NOTICE *			
1. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input checked="" type="checkbox"/> Members (check one)			
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u> <u>State</u> <u>Zip</u>
Member	Ultrafit Northwest, LLC	927 E. Polston Ave Ste 101 Post Falls, ID 83854	Post Falls ID 83854
Signature of New Registered Agent		6. Signature <u></u> Date <u>7/15/99</u> Name (Typed or Printed) <u>John Kells</u> Title <u>Director of operations</u>	

ISSUED: 07-03-1999

6459