

August 29, 1995

Toni Wickham
PO BOX 565
Hagerman ID 83332

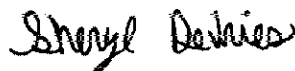
RE: FITNESS FACTORY, LIMITED LIABILITY W 280

Dear Toni:

Please be certain that the name(s) and address(es) and the appropriate box in block 4 are complete. Idaho law requires that at least one (1) manager/member of the limited liability company be listed. Please make the appropriate corrections and resubmit the annual report to this office before December 1, 1995 to avoid cancellation.

If you have any questions or need further assistance, please do not hesitate to contact this office at (208) 332-2811.

Very truly yours,



Sheryl DeVries
Corporate Division

Enclosures: cited

INSTRUCTIONS ON REVERSE SIDE

No. 280	Idaho Limited Liability Company Annual Report Form		2. Registered Agent and Office NOT A P.O. BOX						
Return To: Secretary of State 700 W Jefferson P.O. Box 83720 Boise, ID 83720-0080 * FIRST NOTICE * NO FEE REQUIRED	Due No Later Than November 30, 1995		TONI WICKHAM						
	1. Mailing Address -- Please Correct If Not Correct FITNESS FACTORY, LIMITED LIABIL TONI WICKHAM PO BOX 565 HAGERMAN ID 83332		220 STATE 19049 US Hwy 30 HAGERMAN ID 83332 3. Organized Under The Laws of ID NO: 280						
4. Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one) MUST BE PRINTED OR TYPED <table border="0" style="width:100%"> <tr> <td style="width:25%"><u>Name</u></td> <td style="width:45%"><u>Street or P.O. Address</u></td> <td style="width:15%"><u>City</u></td> <td style="width:15%"><u>State</u></td> <td style="width:10%"><u>Zip</u></td> </tr> </table>					<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>					
5. Signature of the Current Registered Agent (if changed in block 2) _____		6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete. <table border="0" style="width:100%"> <tr> <td style="width:50%">Signature <u>Toni Wickham</u></td> <td style="width:50%">Date <u>8-28-95</u></td> </tr> <tr> <td>Name (Typed or Printed) <u>Toni Wickham</u></td> <td></td> </tr> </table>			Signature <u>Toni Wickham</u>	Date <u>8-28-95</u>	Name (Typed or Printed) <u>Toni Wickham</u>		
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