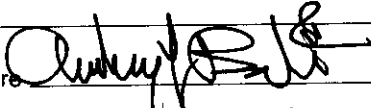


<b>No. C 138421</b>	<b>Due no later than Apr 30, 2002</b> <b>Annual Report Form</b>	2. Registered Agent and Office <b>NO PO BOX</b> CORPORATION SERVICE COMPAN 1401 SHORELINE DR STE C  BOISE, ID 83702			
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080	1. Mailing Address - Correct in this box, if applicable SPORTS & FITNESS CLUBS OF AMERICA,  5020 FRANKLIN DR  PLEASANTON, CA 94588	3. <u>New</u> Registered Agent Signature			
<b>NO FILING FEE IF RECEIVED BY DUE DATE</b>					
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
President	Brian Bolman	5020 Franklin Drive	Pleasanton,	CA	94588
Secretary	Anthony J. Bakos II	5020 Franklin Drive	Pleasanton,	CA	94588
Director	Mark Mastrov	5020 Franklin Drive	Pleasanton,	CA	94588
Director	Phil Collins	5020 Franklin Drive	Pleasanton,	CA	94588
Director	George McElown	5020 Franklin Drive	Pleasanton,	CA	94588
Director	Jack Murphy	5020 Franklin Drive	Pleasanton,	CA	94588
5. Organized Under the Laws of:  OHIO C 138421		6. Signature  Date <u>3/25/02</u> Name (Typed or Printed) <u>Anthony J. Bakos II</u> Title <u>Secretary</u>			