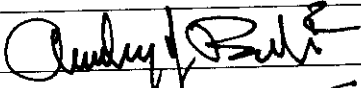


No. C 138421 Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Due no later than Apr 30, 2003 Annual Report Form 1. Mailing Address - Correct in this box, if applicable SPORTS & FITNESS CLUBS OF AMERICA, 5020 FRANKLIN DR 12647 Alcosta Blvd. 5th Flr PLEASANTON, CA 94588 San Ramon, CA 94583	2. Registered Agent and Office NO PO BOX CORPORATION SERVICE COMPANY 1401 SHORELINE DR STE C BOISE, ID 83702 3. New Registered Agent Signature
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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 Bourne	12647 Alcosta Blvd. 5th Flr	San Ramon,	CA	94583
Secretary	Anthony J Bakos II	12647 Alcosta Blvd. 5th Flr	San Ramon,	CA	94583
Director	Mark Mastrov	12647 Alcosta Blvd. 5th Flr	San Ramon,	CA	94583
Director	Phil Collins	12647 Alcosta Blvd. 5th Flr	San Ramon,	CA	94583
Director	George McCown	12647 Alcosta Blvd. 5th Flr	San Ramon,	CA	94583
Director	Jack Murphy	12647 Alcosta Blvd. 5th Flr	San Ramon,	CA	94583

5. Organized Under the Laws of: OHIO C 138421	6. Signature  Date <u>2/10/03</u> Name (Typed or Printed) <u>Anthony J. Bakos II</u> Title <u>Secretary</u>
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