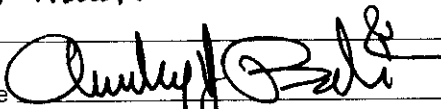


No. C 122667	Due no later than February 29, 2004 Annual Report Form	2. Registered Agent and Office NO PO BOX CORPORATION SERVICE COMPAN 1401 SHORELINE DR SUITE 2 BOISE, ID 83702			
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080	1. Mailing Address - Correct in this box, if applicable 24 HOUR FITNESS USA, INC. ANTHONY J BAKOS II 12647 ALCOSTA BLVD 5TH FL SAN RAMON, CA 94583	3. <u>New</u> Registered Agent Signature			
NO FILING FEE IF RECEIVED BY DUE DATE					
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 Bouma	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	Bob Hellman	12647 Alcosta Blvd. 5th Flr	San Ramon, CA		94583
Director	George McCoun	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: CALIFORNIA C 122667		6.  Signature Date 1/6/04 (Typed or Printed) Name Anthony J. Bakos II Title EVP/Secretary			