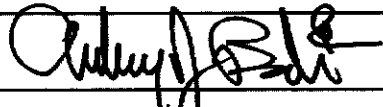
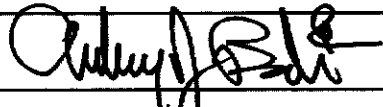
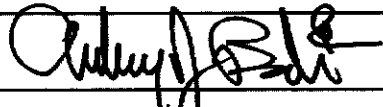


No. C122667 Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	Annual Report Form 1999 <i>Due No Later Than November 30,</i> 1. Mailing Address Please Correct If Not Correct 24 HOUR FITNESS, INC. ANTHONY J BAKOS II 5020 FRANKLIN DR PLEASANTON CA 94583		2. Registered Agent and Office NOT A P.O. BOX CORPORATION SERVICE COMPANY 1401 SHORELINE DR BOISE ID 83702 3. Organized Under the Laws of: CA C122667											
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of ☐ Managers or ☐ Members (check one) <table border="0"> <thead> <tr> <th><u>Office held</u></th> <th><u>Name</u></th> <th><u>Street or P.O. Address</u></th> <th><u>City</u></th> <th><u>State</u></th> <th><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6" style="text-align: center; height: 100px; vertical-align: middle;"> <i>See Attached Exhibit "A"</i> </td> </tr> </tbody> </table>			<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	<i>See Attached Exhibit "A"</i>					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>									
<i>See Attached Exhibit "A"</i>														
5. Signature of New Registered Agent	6. <table border="0" style="width: 100%;"> <tr> <td style="width: 30%;">Signature</td> <td style="width: 40%; text-align: center;"></td> <td style="width: 30%;">Date</td> <td style="width: 10%; text-align: center;">9-20-99</td> </tr> <tr> <td>Name (Typed or Printed)</td> <td>Anthony J. Bakos II</td> <td>Title</td> <td>Secretary</td> </tr> </table>		Signature		Date	9-20-99	Name (Typed or Printed)	Anthony J. Bakos II	Title	Secretary				
Signature		Date	9-20-99											
Name (Typed or Printed)	Anthony J. Bakos II	Title	Secretary											

ISSUED: 07-03-1999

7957

Exhibit "A"

24 Hour Fitness, Inc. Officers and Directors

Gilbert K. Freeman (CFO)
24 Hour Fitness, Inc.
5020 Franklin Drive
Pleasanton, CA 94588

***Mr. Mark Mastrov (Director and Chief
Executive Officer)***
24 Hour Fitness, Inc.
5020 Franklin Drive
Pleasanton, CA 94588

Mr. David King (Chairman)
McCown De Leeuw & Co.
5020 Franklin Drive
Pleasanton, CA 94588

Anthony J. Bakos II (Secretary)
24 Hour Fitness, Inc.
5020 Franklin Drive
Pleasanton, CA 94588

Mr. Gary Schoenfeld (Director)
5020 Franklin Drive
Pleasanton, CA 94588

Mr. Peter Roy (Director)
5020 Franklin Drive
Pleasanton, CA 94588

Mr. Ray Wilson (Director)
5020 Franklin Drive
Pleasanton, CA 94588

Mr. Don Dorward (Director)
5020 Franklin Drive
Pleasanton, CA 94588

Ms. Karen Behnke (Director)
5020 Franklin Drive
Pleasanton, CA 94588

Ms. Cynthia Crawford (Director)
5020 Franklin Drive
Pleasanton, CA 94588

Mr. George McCown (Director)
McCown De Leeuw & Co.
5020 Franklin Drive
Pleasanton, CA 94588