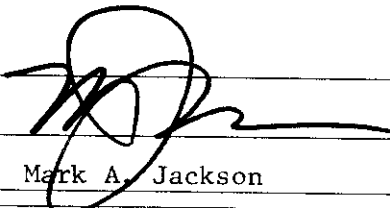


No. <b>W 12945</b>	<b>Due no later than September 30, 2003</b> <b>Annual Report Form</b>		2. Registered Agent and Office <b>NO PO BOX</b>																								
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080	1. Mailing Address - Correct in this box if applicable PINNACLE FITNESS, L.L.C. MARK A JACKSON 110 WALLACE AVE  COEUR D'ALENE, ID 83814		MARK A JACKSON 110 WALLACE AVE  COEUR D'ALENE, ID 83814																								
<b>NO FILING FEE IF RECEIVED BY DUE DATE</b>			3. <u>New</u> Registered Agent Signature																								
4. Limited Liability Companies: Enter Names and Addresses of Members. <table border="1"> <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></td> <td>Member Steven R. Appleton</td> <td>PO Box 16650,</td> <td>Boise,</td> <td>ID</td> <td>83715</td> </tr> <tr> <td></td> <td>Member Josh Wheeler,</td> <td>2832 Indian Creek Road,</td> <td>Meridian,</td> <td>ID</td> <td>83642</td> </tr> <tr> <td></td> <td>Member Eric Frensdorf,</td> <td>6995 W. Irving Lane,</td> <td>Boise,</td> <td>ID</td> <td>83704</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>		Member Steven R. Appleton	PO Box 16650,	Boise,	ID	83715		Member Josh Wheeler,	2832 Indian Creek Road,	Meridian,	ID	83642		Member Eric Frensdorf,	6995 W. Irving Lane,	Boise,	ID	83704
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5. Organized Under the Laws of:  IDAHO W 12945	6. Signature  Date <b>7-21-03</b> Name (Typed or Printed) <b>Mark A. Jackson</b> Title <b>Registered Agent</b>																										