State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: $50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

Foreign Business Corporation
Annual Report

Filing Period: January 1 - March 1

In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of $25.00.

ANNUAL REPORT YEAR: 2011

1. Corporate ID No. 000509730

2. Name of Corporation Bally Total Fitness of the Mid-Atlantic, Inc.

3. Street Address Principal Business Office:

No. and Street: 8700 WEST BRYN MAWR AVE
City or Town: CHICAGO State: IL Zip: 60631 Country: USA

4. Business Phone No.

7733803000

5. State of Incorporation

State: DE

6. Brief Description of the Character of Business Conducted in Rhode Island

TO ENGAGE IN THE BUSINESS OF OPERATING A HEALTH AND PHYSICAL FITNESS AND RECREATION CENTER, INCLUDING GYMNASTICS FACILITIES

7. Names and Addresses of the Officers and Directors:

All officers and directors must be listed.

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
PRESIDENT	MICHAEL SHEEHAN	8700 WEST BRYN MAWR AVENUE CHICAGO, IL 60631 USA
TREASURER	SUSAN REHORST	8700 WEST BRYN MAWR AVE CHICAGO, IL 60631 USA
SECRETARY	KATHLEEN BOEGE	8700 WEST BRYN MAWR AVE CHICAGO, IL 60631 USA
ASSISTANT SECRETARY	RONALD SIEGEL	8700 WEST BRYN MAWR AVE CHICAGO, IL 60631 USA
DIRECTOR	KATHLEEN BOEGE	8700 WEST BRYN MAWR AVE. CHICAGO, IL 60631 USA
DIRECTOR	MICHAEL SHEEHAN	8700 WEST BRYN MAWR AVE CHICAGO, IL 60631 USA
DIRECTOR	STEVEN BARNHART	8700 WEST BRYN MAWR AVE CHICAGO, IL 60631 USA

8. Shares Authorized and Issued

Class of Stock	Series of Stock	Par Value Per Share	Total Authorized Shares *Number of Shares*	Total Issued and Outstanding *Num of Shares*
CWP		$1.00	83,000.00	0

9. This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

Signed this 6 Day of January, 2011 at 2:22:34 PM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

By RONALD E. SIEGEL
Signature of Authorized Representative of the Corporation

ASSISTANT SECRETARY
Title

This report cannot be accepted for filing if an officer has executed the form and he/she is not listed in section 7.

Form No. 630
Revised 09/07

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