STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, *Secretary of State*
Corporations Division
148 W. River St
Providence, RI 02904-2615
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: $50.00*

*** 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.***

1 Corporate ID No	2 Name of Corporation			
45867	Apollo Health & Fitness Center, Inc.			
3 Street Address Principal Business Office		City	State	Zip
2219 Phenix Avenue		Cranston	RI	02921
4 Business Phone No	5 State of Incorporation			
(401) 821-0557	RHODE ISLAND			

6 Brief Description of the Character of Business Conducted in Rhode Island
Health Club and Aerobic Studio

7. NAMES AND ADDRESSES OF THE OFFICERS: ***("X" BOX FOR ATTACHMENT)*** ☐ **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name	Street Address	City	State	Zip
Robert A. Rae	2219 Phenix Avenue	Cranston	RI	02921

Vice President Name	Street Address	City	State	Zip
Lisa K. Rae	2219 Phenix Avenue	Cranston	RI	02921

Secretary Name	Street Address	City	State	Zip
Evelyn E. Rae	212 Duxbury Court	Warwick	RI	02886

Treasurer Name	Street Address	City	State	Zip
Robert A. Rae	2219 Phenix Avenue	Cranston	RI	02921

8. NAMES AND ADDRESSES OF THE DIRECTORS: ***("X" BOX FOR ATTACHMENT)*** ☐ **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name	Street Address	City	State	Zip
Robert A. Rae	2219 Phenix Avenue	Cranston	RI	02921

Director Name	Street Address	City	State	Zip
Lisa K. Rae	2219 Phenix Avenue	Cranston	RI	02921

Director Name	Street Address	City	State	Zip
Evelyn E. Rae	212 Duxbury Court	Warwick	RI	02886

Director Name	Street Address	City	State	Zip
Robert A. Rae				

9. SHARES AUTHORIZED ***("X" BOX FOR ATTACHMENT)*** ☐

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
600 SHS NO PAR VALUE	A	WITHOUT

10. SHARES ISSUED ***("X" BOX FOR ATTACHMENT)*** ☐

ISSUED SHARES

Number of Shares	Class/Series	Par Value
100	A	WITHOUT

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.

[redacted]

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11-65723

9- NOV 2006 1:39

[redacted]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[redacted] 11-3-06
Signature *Date*

Robert A. Rae
Print or Type Name

President
Title

File Date ____ ____ . ____

Check No ____ ____ ____

By ____ ____ . ____ ____

FOR SECRETARY OF STATE USE ONLY

Form 630 Rev. 12/05

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, *Secretary of State*
Corporations Division
148 W. River St.
Providence, RI 02904-2615
401 222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: $50.00*

**** 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.***

1. Corporate ID No.	2. Name of Corporation			
45867	Apollo Health & Fitness Center, Inc.			
3. Street Address Principal Business Office		City	State	Zip
2219 Phenix Avenue		Cranston	RI	02921
4. Business Phone No.	5. State of Incorporation			
(401) 821-0557	RHODE ISLAND			

6. Brief Description of the Character of Business Conducted in Rhode Island
Health Club and Aerobic Studio

7. NAMES AND ADDRESSES OF THE OFFICERS: *("X" BOX FOR ATTACHMENT)* ☐ **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name			Vice President Name		
Robert A. Rae			Lisa K. Rae		
Street Address			Street Address		
2219 Phenix Avenue			2219 Phenix Avenue		
City	State	Zip	City	State	Zip
Cranston	RI	02921	Cranston	RI	02921
Secretary Name			Treasurer Name		
Evelyn E. Rae			Robert A. Rae		
Street Address			Street Address		
212 Duxbury Court			2219 Phenix Avenue		
City	State	Zip	City	State	Zip
Warwick	RI	02886	Cranston	RI	02921

8. NAMES AND ADDRESSES OF THE DIRECTORS: *("X" BOX FOR ATTACHMENT)* ☐ **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name			Director Name		
Robert A. Rae			Lisa K. Rae		
Street Address			Street Address		
2219 Phenix Avenue			2219 Phenix Avenue		
City	State	Zip	City	State	Zip
Cranston	RI	02921	Cranston	RI	02921
Director Name			Director Name		
Evelyn E. Rae			Robert A. Rae		
Street Address			Street Address		
212 Duxbury Court					
City	State	Zip	City	State	Zip
Warwick	RI	02886			

9. SHARES AUTHORIZED *("X" BOX FOR ATTACHMENT)* ☐ **10. SHARES ISSUED *("X" BOX FOR ATTACHMENT)*** ☐

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	*Class/Series*	*Par Value*	*Number of Shares*	*Class/Series*	*Par Value*
600 SHS NO PAR VALUE	A	WITHOUT	100	A	WITHOUT

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.

[redacted] [redacted]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature 11-3-06 *Date*

Robert A. Rae
Print or Type Name

President
Title

File Date _____
Check No. _____
By _____
FOR SECRETARY OF STATE USE ONLY

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11-65168
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[redacted]

Form 630 Rev. 12/05

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, *Secretary of State*
Corporations Division
148 W. River St
Providence, RI 02904-2615
401 222 3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1 - March 1 • Filing Fee: $50.00*

**** 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.***

1 Corporate ID No	*2 Name of Corporation*
45867	Apollo Health & Fitness Center, Inc.

3 Street Address Principal Business Office	*City*	*State*	*Zip*
2219 Phenix Avenue	Cranston	RI	02921

4 Business Phone No	*5 State of Incorporation*
(401) 821-0557	RHODE ISLAND

6 Brief Description of the Character of Business Conducted in Rhode Island
Health Club and Aerobic Studio

7. NAMES AND ADDRESSES OF THE OFFICERS: *("X" BOX FOR ATTACHMENT)* ☐ **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name	*Street Address*	*City*	*State*	*Zip*
Robert A. Rae	2219 Phenix Avenue	Cranston	RI	02921

Vice President Name	*Street Address*	*City*	*State*	*Zip*
Lisa K. Rae	2219 Phenix Avenue	Cranston	RI	02921

Secretary Name	*Street Address*	*City*	*State*	*Zip*
Evelyn E. Rae	212 Duxbury Court	Warwick	RI	02886

Treasurer Name	*Street Address*	*City*	*State*	*Zip*
Robert A. Rae	2219 Phenix Avenue	Cranston	RI	02921

8. NAMES AND ADDRESSES OF THE DIRECTORS: *("X" BOX FOR ATTACHMENT)* ☐ **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name	*Street Address*	*City*	*State*	*Zip*
Robert A. Rae	2219 Phenix Avenue	Cranston	RI	02921

Director Name	*Street Address*	*City*	*State*	*Zip*
Lisa K. Rae	2219 Phenix Avenue	Cranston	RI	02921

Director Name	*Street Address*	*City*	*State*	*Zip*
Evelyn E. Rae	212 Duxbury Court	Warwick	RI	02886

Director Name	*Street Address*	*City*	*State*	*Zip*
Robert A. Rae				

9. SHARES AUTHORIZED *("X" BOX FOR ATTACHMENT)* ☐

AUTHORIZED SHARES

Number of Shares	*Class/Series*	*Par Value*
600 SHS NO PAR VALUE	A	WITHOUT

10. SHARES ISSUED *("X" BOX FOR ATTACHMENT)* ☐

ISSUED SHARES

Number of Shares	*Class/Series*	*Par Value*
100	A	WITHOUT

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.

[redacted] [redacted]

NOV 2006
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11-65623
2006 NOV -6 PM 1:38

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature 11.3.06 *Date*

Robert A. Rae
Print or Type Name

President
Title

File Date _____
Check No _____
By _____
FOR SECRETARY OF STATE USE ONLY

[redacted]

Form 630 Rev. 12/05

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: $50.00

STOP
PLEASE READ INSTRUCTIONS

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No 45867

2. Name of Corporation Apollo Health & Fitness Center, Inc.

3. Street Address Principal Business Office 400 Warwick Avenue

City Warwick *State* RI *Zip* 02888

4. Business Phone No. 401-941-1199

5. State of Incorporation RHODE ISLAND

6. SIC Code 8888

7. Brief Description of the Character of Business Conducted in Rhode Island
Health Club Services

8. NAMES AND ADDRESSES OF THE OFFICERS *("X" BOX FOR ATTACHMENT)* **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name Robert A. Rae
Street Address 2219 Phenix Avenue
City Cranston *State* RI *Zip* 02921

Vice President Name Lisa K. Rae
Street Address 2219 Phenix Avenue
City Cranston *State* RI *Zip* 02921

Secretary Name Evelyn E. Rae
Street Address 212 Duxbury Court
City Warwick *State* RI *Zip* 02886

Treasurer Name Robert A. Rae
Street Address 2219 Phenix Avenue
City Cranston *State* RI *Zip* 02921

9. NAMES AND ADDRESSES OF THE DIRECTORS *("X" BOX FOR ATTACHMENT)* **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name None
Street Address None
City None *State* None *Zip* None

Director Name None
Street Address None
City None *State* None *Zip* None

Director Name None
Street Address None
City None *State* None *Zip* None

Director Name None
Street Address None
City None *State* None *Zip* None

10. SHARES AUTHORIZED *("X" BOX FOR ATTACHMENT)*

AUTHORIZED SHARES

Number of Shares	*Class/Series*	*Par Value*
600 NO PAR VALUE		

11. SHARES ISSUED *("X" BOX FOR ATTACHMENT)*

ISSUED SHARES

Number of Shares	*Class/Series*	*Par Value*
None	None	None

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

[redacted]

* 4 5 8 6 7 *

File Date: 2-28-02

Check No.: 8763

By: [redacted]

FOR SECRETARY OF STATE USE ONLY

[redacted]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [signature] *Date* 2.20.02

Robert A. Rae
Print or Type Name of Officer

President
Title of Officer

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1–March 1 • Filing Fee: $50.00

STOP
PLEASE READ INSTRUCTIONS

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.: 45867
2. Name of Corporation: Apollo Health & Fitness Center, Inc.

3. Street Address Principal Business Office: 400 Warwick Avenue
City: Warwick
State: R. I.
Zip: 02888

4. Business Phone No.: (401) 941-1999
5. State of Incorporation: RHODE ISLAND
6. SIC Code: 8888

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

Health Club and Aerobic Studio

8. NAMES AND ADDRESSES OF THE OFFICERS *("X" BOX FOR ATTACHMENT)* **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name: Robert A. Rae
Street Address: 2219 Phenix Avenue
City: Cranston
State: R. I.
Zip: 02921

Vice President Name: Lisa K. Rae
Street Address: 2219 Phenix Avenue
City: Cranston
State: R.I.
Zip: 02921

Secretary Name: Evelyn E. Rae
Street Address: 212 Duxbury Court
City: Warwick
State: R.I.
Zip: 02886

Treasurer Name: Robert A. Rae
Street Address: 2219 Phenix Avenue
City: Cranston
State: R.I.
Zip: 02921

9. NAMES AND ADDRESSES OF THE DIRECTORS *("X" BOX FOR ATTACHMENT)* **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name: Does Not Apply
Street Address:
City:
State:
Zip:

Director Name:
Street Address:
City:
State:
Zip:

Director Name:
Street Address:
City:
State:
Zip:

Director Name:
Street Address:
City:
State:
Zip:

10. SHARES AUTHORIZED *("X" BOX FOR ATTACHMENT)*

AUTHORIZED SHARES
Number of Shares: 600
Class/Series: A
Par Value: Without

600 SHS NO PAR VAL

11. SHARES ISSUED *("X" BOX FOR ATTACHMENT)*

ISSUED SHARES
Number of Shares: 100
Class/Series: A
Par Value: Without

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

45867

FILED
MAR 12 2001
By KD 7680

File Date: _____
Check No.: _____
By: _____

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

2-28-01
Signature of Officer — Date

Robert A. Rae
Print or Type Name of Officer

PRESIDENT / TREASURER
Title of Officer

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

STOP
PLEASE READ
INSTRUCTIONS

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR ~~2000~~

Filing Period: January 1–March 1 • Filing Fee: $50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No 45867

2. Name of Corporation Apollo Health & Fitness Center, Inc.

3. Street Address Principal Business Office 400 Warwick Avenue

City Warwick *State* Rhode Island *Zip* 02888

4. Business Phone No. (401) 941-1999

5. State of Incorporation RHODE ISLAND

6. SIC Code 8557

7. Brief Description of the Character of Business Conducted in Rhode Island
Health Club and Aerobic Studio

8. NAMES AND ADDRESSES OF THE OFFICERS *("X" BOX FOR ATTACHMENT)* **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name Robert A. Rae
Street Address 2219 Phenix Avenue
City Cranston *State* R.I. *Zip* 02921

Vice President Name Evelyn E. Rae
Street Address 212 Duxbury Court
City Warwick *State* R. I. *Zip* 02886

Secretary Name Evelyn E. Rae
Street Address 212 Duxbury Court
City Warwick *State* R. I. *Zip* 02886

Treasurer Name Robert A. Rae
Street Address 2219 Phenix Avenue
City Cranston *State* R. I. *Zip* 02921

9. NAMES AND ADDRESSES OF THE DIRECTORS *("X" BOX FOR ATTACHMENT)* **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name Does not apply
Street Address
City *State* *Zip*

Director Name
Street Address
City *State* *Zip*

Director Name
Street Address
City *State* *Zip*

Director Name
Street Address
City *State* *Zip*

10. SHARES AUTHORIZED *("X" BOX FOR ATTACHMENT)*

AUTHORIZED SHARES
Number of Shares 600 *Class/Series* A *Par Value* Without

11. SHARES ISSUED *("X" BOX FOR ATTACHMENT)*

ISSUED SHARES
Number of Shares 100 *Class/Series* A *Par Value* Without

600 SHS NO PAR VAL

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

* 4 5 8 6 7 *

File Date: FILED

Check No.: FEB 25 2000

By: 16527

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer *Date* February 1, 2000

Robert A. Rae
Print or Type Name of Officer

President & Treasurer
Title of Officer

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

STOP
PLEASE READ INSTRUCTIONS

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1–March 1 • Filing Fee: $50.00

(FORM MUST BE TYPED IN BLACK)

1. *Corporate ID No.* 45867

2. *Name of Corporation* Apollo Health & Fitness Center, Inc.

3. *Street Address Principal Business Office* 400 Warwick Avenue — *City* Warwick — *State* Rhode Island — *Zip* 02888

4. *Business Phone No.* (401)941-1999

5. *State of Incorporation* RHODE ISLAND

6. *SIC Code* 0000

7. *Brief Description of the Character of Business Conducted in Rhode Island*
Health Club and Aerobic Studio

8. NAMES AND ADDRESSES OF THE OFFICERS *("X" BOX FOR ATTACHMENT)* **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name Robert A. Rae
Street Address 2219 Phenix Avenue
City Cranston — *State* R. I. — *Zip* 02921

Vice President Name Evelyn E. Rae
Street Address 212 Duxbury Court
City Warwick — *State* R.I. — *Zip* 02886

Secretary Name Evelyn E. Rae
Street Address 212 Duxbury Court
City Warwick — *State* R. I. — *Zip* 02886

Treasurer Name Robert A. Rae
Street Address 2219 Phenix Avenue
City Cranston — *State* R.I. — *Zip* 02921

9. NAMES AND ADDRESSES OF THE DIRECTORS *("X" BOX FOR ATTACHMENT)* **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name Does not apply
Street Address
City — *State* — *Zip*

Director Name
Street Address
City — *State* — *Zip*

Director Name
Street Address
City — *State* — *Zip*

Director Name
Street Address
City — *State* — *Zip*

10. SHARES AUTHORIZED *("X" BOX FOR ATTACHMENT)*

AUTHORIZED SHARES
Number of Shares 600 — *Class/Series* A — *Par Value* Without

600 SHS NO PAR VAL

11. SHARES ISSUED *("X" BOX FOR ATTACHMENT)*

ISSUED SHARES
Number of Shares 100 — *Class/Series* A — *Par Value* Without

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

[redacted] * 4 5 8 6 7 * [redacted]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Robert A. Rae — 1-29-99
Signature of Officer — *Date*

ROBERT A. RAE
Print or Type Name of Officer

PRESIDENT & Treasurer
Title of Officer

File Date: Feb 2, 99

Check No.: 9362

By: ID

FOR SECRETARY OF STATE USE ONLY

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998

Filing Period: January 1–March 1 • Filing Fee: $50.00

STOP
PLEASE READ INSTRUCTIONS

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.
45867

2. Name of Corporation
Apollo Health & Fitness Center, Inc.

3. Street Address Principal Business Office
400 Warwick Avenue

City
Warwick

State
Rhode Island

Zip
02888

4. Business Phone No.
(401) 941-1999

5. State of Incorporation
RHODE ISLAND

6. SIC Code
7991

7. Brief Description of the Character of Business Conducted in Rhode Island
Health Club and Aerobic Studio

8. NAMES AND ADDRESSES OF THE OFFICERS *("X" BOX FOR ATTACHMENT)*

President Name
Robert A. Rae

Street Address
2219 Phenix Avenue

City / *State* / *Zip*
Cranston,s / R. I. / 02921

Vice President Name
Evelyn E. Rae

Street Address
212 Duxbury Court

City / *State* / *Zip*
Warwick / R. I. / 02886

Secretary Name
Evelyn E. Rae

Street Address
212 Duxbury Court

City / *State* / *Zip*
Warwick / R. I. / 02886

Treasurer Name
Robert A. Rae

Street Address
2219 Phenix Avenue

City / *State* / *Zip*
Cranston / R. I. / 02920

9. NAMES AND ADDRESSES OF THE DIRECTORS *("X" BOX FOR ATTACHMENT)*

Director Name
does not apply

Street Address

City / *State* / *Zip*

Director Name

Street Address

City / *State* / *Zip*

Director Name

Street Address

City / *State* / *Zip*

Director Name

Street Address

City / *State* / *Zip*

10. SHARES AUTHORIZED *("X" BOX FOR ATTACHMENT)*

AUTHORIZED SHARES 600

Number of Shares / *Class/Series* A / *Par Value* Without

11. SHARES ISSUED *("X" BOX FOR ATTACHMENT)*

ISSUED SHARES 100

Number of Shares / *Class/Series* A / *Par Value* Without

600 SHS NO PAR VAL

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

[redacted] * 4 5 8 6 7 *

File Date. 1/9/98

Check No. 8798

By: KVD

FOR SECRETARY OF STATE USE ONLY

[redacted]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct

Robert A. Rae — Jan. 5th, 1998

Signature of Officer / *Date*

Robert A. Rae

Print or Type Name of Officer

[redacted] President & Treasurer

Title of Officer

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040

PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1–March 1 • Filing Fee: $50.00

STOP: PLEASE READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **45867**

2. Name of Corporation **Apollo Health & Fitness Center, Inc.**

3. Street Address Principal Business Office 400 Warwick Avenue
City Warwick *State* Rhode Island *Zip* 02888

4. Business Phone No (401)941-1999

5. State of Incorporation **RHODE ISLAND**

6. SIC Code 7991

7 Brief Description of the Character of Business Conducted in Rhode Island
Health Club and Aerobic Studio

8. NAMES AND ADDRESSES OF THE OFFICERS *("X" BOX FOR ATTACHMENT)*

President Name Robert A. Rae
Street Address 2219 Phenix Avenue
City Cranston *State* R. I. *Zip* 02921

Vice President Name Evelyn E. Rae
Street Address 816 Strawberry Field Road
City Warwick *State* R. I. *Zip* 02886

Secretary Name Evelyn E. Rae
Street Address 816 Strawberry Field Road
City Warwick *State* R. I. *Zip* 02886

Treasurer Name Robert A. Rae
Street Address 2219 Phenix Avenue
City Cranston *State* R. I. *Zip* 02921

9. NAMES AND ADDRESSES OF THE DIRECTORS *("X" BOX FOR ATTACHMENT)*

Director Name does not apply
Street Address
City *State* *Zip*

Director Name
Street Address
City *State* *Zip*

Director Name
Street Address
City *State* *Zip*

Director Name
Street Address
City *State* *Zip*

10. SHARES AUTHORIZED AND ISSUED *("X" BOX FOR ATTACHMENT)*

AUTHORIZED SHARES
Number of Shares 600 *Class/Series* A *Par Value* without

ISSUED SHARES
Number of Shares 100 *Class/Series* A *Par Value* without

600 SHS NO PAR VAL

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

* 4 5 8 6 7 *

File Date: 1-21-97
Check No.: 7585
By: WP
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer *Date* Jan. 13, 1997

Robert A. Rae
Print or Type Name of Officer

President & Treasurer
Title of Officer

PROFIT CORPORATION ANNUAL REPORT

1996

State of Rhode Island and Providence Plantations
James R. Langevin, *Secretary of State*
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1–March 1
Filing Fee: $50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO.: 45867

2. NAME OF CORPORATION: Apollo Health & Fitness Center, Inc.

3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE: 400 Warwick Avenue
CITY: Warwick
STATE: R.I.
ZIP CODE: 02888

4. BUSINESS PHONE NO.: (401)941-1999

5. STATE OF INCORPORATION: RHODE ISLAND

6. SIC CODE: 7991

7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND: Health club

8. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME: Robert A. Rae
STREET ADDRESS: 2219 Phenix Avenue
CITY: Cranston
STATE: R.I.
ZIP CODE: 02921

VICE PRESIDENT NAME: Evelyn E. Rae
STREET ADDRESS: 816 Strawberry Field Road
CITY: Warwick
STATE: R. I.
ZIP CODE: 02886

SECRETARY NAME: Evelyn E. Rae
STREET ADDRESS: 816 Strawberry Field Road
CITY: Warwick
STATE: R. I.
ZIP CODE: 02886

TREASURER NAME: Robert A. Rae
STREET ADDRESS: 2219 Phenix Avenue
CITY: Cranston
STATE: R.I.
ZIP CODE: 02921

9. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME: Robert A. Rae
STREET ADDRESS: 2219 Phenix Avenue
CITY: Cranston
STATE: R. I.
ZIP CODE: 02921

DIRECTOR NAME: Evelyn E. Rae
STREET ADDRESS: 816 Strawberry Field Road
CITY: Warwick
STATE: R. I.
ZIP CODE: 02886

DIRECTOR NAME:
STREET ADDRESS:
CITY:
STATE:
ZIP CODE:

DIRECTOR NAME:
STREET ADDRESS:
CITY:
STATE:
ZIP CODE:

10. SHARES AUTHORIZED AND ISSUED

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
600 SHS	NO PAR VAL		100	A	NO PAR VAL

This report must be **SIGNED IN INK** by either the
President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

Robert A. Rae
Print or Type Name of Officer

President and Treasurer — 6/26/96
Title of Officer — Date

File Date: 6/28/96
Check No: 6947
By: CC

For Secretary of State Use Only

Filing Fee $50.00
Payable to
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

File Annually
LLC Sept 1 - Nov 1
CORP Jan 1 - March 1

Corporate ID 0045867 Annual Report for the year 1995

Name of Business Entity: Apollo Health & Fitness Center, Inc.

Business entity organized under the laws of the State of: R.I.

Federal Taxpayer Identification Number: 05-0438441

For foreign entity, address and telephone number of principal office:

Phone:

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box).
400 Warwick Avenue
Warwick, Rhode Island 02888

Phone: 401-941-1999

Business entity is (check one)
- [X] Business Corporation (See RIGL Chapter 7-1.1)
- [ ] Professional Service Corporation (See RIGL Chapter 7-5.1)
- [ ] Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:
Apollo Health & Fitness Center, Inc.
Mr. Robert A. Rae
400 Warwick Avenue
Warwick, Rhode Island 02888

Brief statement of the character of business conducted in Rhode Island
Health Club and Aerobic Studio

Date of Organization:

Date of Qualification to do business in Rhode Island (if foreign entity):

THE NAMES OF THE OFFICERS ARE:

		STREET ADDRESS	CITY/STATE	ZIP CODE
[ ] CHIEF EXECUTIVE OFFICER OR	[X] PRESIDENT (Check One)	Robert A. Rae	2219 Phenix Avenue, Cranston, R.I.	02921
[ ] CHIEF OPERATING OFFICER OR	[ ] VICE PRESIDENT (Check One)	David M. Datz	11 North Avenue Providence, R.I.	02906
[ ] CUSTODIAN OF RECORDS OR	[X] SECRETARY (Check One)	Evelyn E. Rae	816 Strawberry Fld. Rd. Warwick, R.I.	02886
[ ] CHIEF FINANCIAL OFFICER OR	[X] TREASURER (Check One)	Robert A. Rae	2219 Phenix Avenue, Cranston, R.I.	02921

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Robert A. Rae	2219 Phenix Avenue	Cranston, R.I.	02921
David M. Datz	11 North Avenue	Providence, R.I.	02906
Evelyn E. Rae	816 Strawberry Fld Rd	Warwick, R. I.	02886

NUMBER OF SHARES AUTHORIZED (If Applicable)

NUMBER 600

CLASS A

SERIES

PAR VALUE OR WITHOUT PAR

NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)

NUMBER

CLASS

SERIES

PAR VALUE OR WITHOUT PAR Without per value

Date February 21st, 19 95

By Robert A Rae

Robert A. Rae
PRINT OR TYPE NAME OF OFFICER SIGNING

President & Treasurer
TITLE OF OFFICER SIGNING

Form [illegible]

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed.

Mr. Robert A. Rae
400 Warwick Avenue
Warwick, Rhode Island 02888

FILED
FEB 22 1995
By [illegible]

Filing Fee $50.00
Payable to:
Secretary of State

PLEASE TYPE or PRINT

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

100 North Main Street
Providence, Rhode Island 02903-1335
401 277-3040

File Annually
LLC Sep. 1 - Nov. 1
CORP Jan. 1 - March 1

Corporate ID: 0045667

Annual Report for the year: 1994

Name of Business Entity: Apollo Health & Fitness Center, Inc.

Business entity organized under the laws of the State of Rhode Island

Federal Taxpayer Identification Number [redacted]

For foreign entity, address and telephone number of principal office.

Phone ( )

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box)

400 Warwick Avenue
Warwick, Rhode Island 02888
Phone: (401) 941-1999

Business Entity is (check one):

[X] Business Corporation (See RIGL Chapter 7-1.1)
[ ] Professional Service Corporation (See RIGL Chapter 7-5.1)
[ ] Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed

Robert A. Rae, President
c/o Apollo Health & Fitness Center, Inc
400 Warwick Avenue
Warwick, Rhode Island 02888

Brief statement of the character of business conducted in Rhode Island

Aerobic classes, free weighs and cardiovascular equipment

Date of Organization ~~March 9, 1988~~ 2/3/88 eca

Date of Qualification to do business in Rhode Island (if foreign entity)

THE NAMES OF THE OFFICERS ARE:

	NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
[ ] CHIEF EXECUTIVE OFFICER OR [X] PRESIDENT (Check One)	Robert A. Rae	2219 Phenix Avenue	Cranston, Rhode Island	02921
[ ] CHIEF OPERATING OFFICER OR [X] VICE PRESIDENT (Check One)	Robert A. Rae	2219 Phenix Avenue	Cranston, Rhode Island	02921
[ ] CUSTODIAN OF RECORDS OR [X] SECRETARY (Check One)	Evelyn E. Rae	816 Strawberry Field Road	Warwick, Rhode Island	02886
[ ] CHIEF FINANCIAL OFFICER OR [X] TREASURER (Check One)	Evelyn E. Rae	816 Strawberry Field Road	Warwick, Rhode Island	02886

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Robert A. Rae	2219 Phenix Avenue	Cranston, Rhode Island	02921
Evelyn E. Rae	816 Strawberry Field Road	Warwick., Rhode Island	02886

NUMBER OF SHARES AUTHORIZED (If Applicable)	NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)
NUMBER 600	NUMBER
CLASS A	CLASS
SERIES	SERIES
~~PAR VALUE OR~~ WITHOUT PAR VALUE	PAR VALUE OR WITHOUT PAR

Date February 11th, 19 94

By Robert A. Rae

Robert A. Rae
PRINT OR TYPE NAME OF OFFICER SIGNING

President
TITLE OF OFFICER SIGNING

FILED
FEB 15 1994
By 9497

Form 30 1994

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed

ROBERT A. RAE
400 WARWICK AVENUE
WARWICK RI 02888

Filing Fee $50.00

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

5000

Corporate ID 0045857 Annual Report for the year 1993

FIRST: The name of the corporation is Apollo Health & Fitness Center, Inc.

SECOND: It is incorporated under the laws of State of Rhode Island

THIRD: Character of business, briefly stated, is a health and fitness center

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island 400 Warwick Avenue, Warwick, R. I. 02888

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Robert A. Rae	Director	2219 Phenix Avenue, Cranston, R.I. 02921
Robert A. Rae	Director	" " " " "
	Director	
Robert A. Rae	President	" " " " "
Robert A. Rae	Vice President	" " " " "
Evelyn E. Rae	Secretary	816 Strawberry Field Rd., Warwick, R.I. 02886
Evelyn E. Rae	Treasurer	" " " " "

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
600	A		without par value

PAID

FEB 10 1993

SEC'Y OF STATE

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value

Dated February 8th, 19 93

Apollo Health & Fitness Center, Inc.
(Name of Corporation)

By Robert A. Rae

(Report must be signed by an officer)

Title President & Vice-President

Form 31 1/85

Filing Fee $50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CK 2561
X 73353 CV

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0045557 Annual Report for the year 1992

FIRST: The name of the corporation is Apollo Health & Fitness Center Inc

SECOND: It is incorporated under the laws of State of Rhode Island

THIRD: Character of business, briefly stated, is a health & fitness center

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island 400 Warwick Avenue, Warwick, R. I. 02888

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Robert A. Rae	Director	2219 Phenix Avenue, Cranston, R.I. 02921
Robert A. Rae	Director	" " "
	Director	
Robert A. Rae	President	" " "
Robert A. Rae	Vice President	" " "
Evelyn E. Rae	Secretary	816 Strawberry Field Rd., Warwick, R.I. 02886
Evelyn E. Rae	Treasurer	" " "

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
600	A		without par value

PAID
JAN 31 1992
SEC'Y OF STATE

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value

Dated January 30th, 19 92

Apollo Health & Fitness Center, Inc.
(Name of Corporation)

By Robert A. Rae

(Report must be signed by an officer)

Title President & Vice-President

Form 31 - 7/85

Filing Fee $50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

55

Corporate ID 0045867 Annual Report for the year 1991

FIRST: The name of the corporation is Apollo Health & Fitness Center, Inc.

SECOND: It is incorporated under the laws of State of Rhode Island

THIRD: Character of business, briefly stated, is a health & fitness center

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island 400 Warwick Avenue, Warwick, R. I. 02888

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Robert A. Rae	Director	816 Strawberry Field Road, Warwick, R.I. 02886
Robert A. Rae	Director	816 Strawberry Field Road, Warwick, R.I. 02886
	Director	
Robert A. Rae	President	816 Strawberry Field Road, Warwick, R.I. 02886
Robert A. Rae	Vice President	" " " " "
Evelyn E. Rae	Secretary	" " " " "
Evelyn E. Rae	Treasurer	" " " " "

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
600			without per value

PAID
APR 15 1991
SECY OF STATE

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value

Dated January 11th, 19 91

APOLLO HEALTH & FITNESS CENTER, INC.
(Name of Corporation)

By Robert A. Rae

(Report must be signed by an officer)

Title President

Form 31 1/85

Filing Fee $15.00

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations

CZ

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0045857 Annual Report for the year 1990

FIRST: The name of the corporation is Apollo Health & Fitness Center, Inc

SECOND: It is incorporated under the laws of State of Rhode Island

THIRD: Character of business, briefly stated, is a health & fitness center

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island 400 Warwick Avenue, Warwick, R. I. 02888

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Robert A. Rae	Director	816 Strawberry Field Road, Warwick, R.I. 02886
Robert A. Rae	Director	816 Strawberry Field Road, Warwick, R.I. 02886
	Director	
Robert A. Rae	President	816 Strawberry Field Road, Warwick, R.I. 02886
Robert A. Rae	Vice President	" " " " "
Evelyn E. Rae	Secretary	" " " " "
Evelyn E. Rae	Treasurer	" " " " "

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
600			without per value

JAN 29 1990

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value

Dated January 25th, 1990

APOLLO HEALTH & FITNESS CENTER, INC.
(Name of Corporation)

By Robert A. Rae

(Report must be signed by an officer)

Title President

Form 3: 1/85

Filing Fee $15.00

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0045867 Annual Report for the year 1989

FIRST: The name of the corporation is Apollo Health & Fitness Center, Inc.

SECOND: It is incorporated under the laws of State of Rhode Island

THIRD: Character of business, briefly stated, is a health & fitness center

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island 400 Warwick Avenue, Warwick, R. I. 02888

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Name	Office	Address (including number, street, zip code)
Robert A. Rae	Director	816 Strawberry Field Rd., Warwick, R.I.
Robert A. Rae	Director	" "
	Director	
Robert A. Rae	President	" "
Robert A. Rae	Vice President	" "
Evelyn E. Rae	Secretary	" "
Evelyn E. Rae	Treasurer	" "

PAID
FEB 22 1989
SECY OF STATE

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
600	A		without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value

Dated February 20th, 19 89

Apollo Health & Fitness Center, Inc.
(Name of Corporation)

By Robert A. Rae

(Report must be signed by an officer)

Title President

Form 31 1/85