



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 70768		2. Name of Corporation KBS Health & Fitness, Inc.			
3. Street Address Principal Business Office 31 Shawe St.			City Tiverton	State RI	Zip 02878
4. Business Phone No. 401-624-3440		5. State of Incorporation RHODE ISLAND		6. SIC Code 8557	
7. Brief Description of the Character of Business Conducted in Rhode Island HEALTH AND FITNESS FACILITY.					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Brian Dupere			Vice President Name Brian Dupere		
Street Address 16 Peckham Lane			Street Address SAME		
City Tiverton	State RI	Zip 02878	City	State	Zip
Secretary Name Brian Dupere			Treasurer Name Brian Dupere		
Street Address SAME			Street Address SAME		
City	State	Zip	City	State	Zip
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Brian Dupere			Director Name		
Street Address SAME			Street Address		
City	State	Zip	City	State	Zip
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 NO PAR VALUE	Common	No Par	1000	COMMON	NONE

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



FILED
MAR 7 2005
By: 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.

Brian Dupere 3/1/05
Signature of Officer Date
Brian Dupere
Print or Type Name of Officer
President
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

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1. Corporate ID No. 70768		2. Name of Corporation KBS Health & Fitness, Inc.			
3. Street Address Principal Business Office 31 Shore ST.			City Tiverton	State RI	Zip 02878
4. Business Phone No. 401-624-3440		5. State of Incorporation RHODE ISLAND			6. SIC Code 8557
7. Brief Description of the Character of Business Conducted in Rhode Island HEALTH AND FITNESS FACILITY.					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Brian Dupere			Vice President Name Brian Dupere		
Street Address 16 Peckham Lane			Street Address Same		
City Tiverton	State RI	Zip 02878	City	State	Zip
Secretary Name Brian Dupere			Treasurer Name Brian Dupere		
Street Address Same			Street Address Same		
City	State	Zip	City	State	Zip
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Brian Dupere			Director Name		
Street Address Same			Street Address		
City	State	Zip	City	State	Zip
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 NO PAR VALUE	Common	No Par	1000	Common	None

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



* 7 0 7 6 8 *

File Date 3.16.04
Check No. 1759
By: IUP

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.

Brian Dupere 3/16/04
Signature of Officer Date
Brian Dupere
Print or Type Name of Officer
President
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

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

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 70768		2. Name of Corporation KBS Health & Fitness, Inc.			
3. Street Address Principal Business Office 31 Shove ST.			City Tiverton	State RI	Zip 02878
4. Business Phone No. 401-624-3440		5. State of Incorporation Rhode Island		6. SIC Code 8557	
7. Brief Description of the Character of Business Conducted in Rhode Island Fitness Center					

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

President Name Brian Dupere			Vice President Name Brian Dupere		
Street Address 16 Peckham Lane			Street Address same		
City Tiverton	State RI	Zip 02878	City	State	Zip
Secretary Name Brian Dupere			Treasurer Name Brian Dupere		
Street Address same			Street Address same		
City	State	Zip	City	State	Zip

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

Director Name Brian Dupere			Director Name		
Street Address same			Street Address		
City	State	Zip	City	State	Zip
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) 11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1000	Common	No. Par	1000	Common	None

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

File Date: 3.14.03
Check No.: 1037
By: [Signature]
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: [Signature] Date: 3/12/03
Print or type Name of Officer: Brian Dupere
Title of Officer: President

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **70768** 2. Name of Corporation **KBS Health & Fitness, Inc.**
3. Street Address Principal Business Office **31 Shove St.,** City **Tiverton** State **RI** Zip **02878**
4. Business Phone No. **401-624-3440** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **0**
7. Brief Description of the Character of Business Conducted in Rhode Island **Fitness Center**

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

President Name Brian Dupere Street Address 16 Peckham Lane City Tiverton State RI Zip 02878	Vice President Name Brian Dupere Street Address same City same State RI Zip 02878
Secretary Name Brian Dupere Street Address same City same State RI Zip 02878	Treasurer Name Brian Dupere Street Address same City same State RI Zip 02878

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

Director Name Brian Dupere Street Address same City same State RI Zip 02878	Director Name Brian Dupere Street Address same City same State RI Zip 02878
Director Name Brian Dupere Street Address same City same State RI Zip 02878	Director Name Brian Dupere Street Address same City same State RI Zip 02878

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

Number of Shares	Class/Series	Par Value
1,000	NO PAR VALUE	

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

Number of Shares	Class/Series	Par Value
1000	Common	None

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



File Date: **3.18.02**
Check No.: **1517**
By: **[Signature]**
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: **[Signature]** Date: **3/1/02**
Print or Type Name of Officer: **Brian Dupere**
Title of Officer: **President**



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **70768** 2. Name of Corporation **KBS Health & Fitness, Inc.**
3. Street Address Principal Business Office **31 Shove St.** City **Tiverton** State **RI** Zip **02878**
4. Business Phone No. **401-624-3190** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **0**

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

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

President Name Brian Dupere	Vice President Name Brian Dupere
Street Address 16 Peckham Lane	Street Address same
City Tiverton State RI Zip 02878	City same State RI Zip 02878
Secretary Name Brian Dupere	Treasurer Name Brian Dupere
Street Address same	Street Address same
City same State RI Zip 02878	City same State RI Zip 02878

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

Director Name Brian Dupere	Director Name
Street Address same	Street Address
City same State RI Zip 02878	City same State RI Zip 02878
Director Name	Director Name
Street Address	Street Address
City	City
State	State
Zip	Zip

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

AUTHORIZED SHARES	Class/Series	Par Value
Number of Shares		
1,000 SHS NO PAR VALUE		None

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

ISSUED SHARES	Class/Series	Par Value
Number of Shares		
1000	Common	None

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



File Date: **3-15-01**
Check No.: **1424**
By: **[Signature]**
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] **3/13/01**
Signature of Officer Date
Brian Dupere
Print or Type Name of Officer
President
Title of Officer



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. **70768** 2. Name of Corporation **KBS Health & Fitness, Inc.**
3. Street Address Principal Business Office **31 Shove St.** City **Tiverton** State **RI** Zip **02878**
4. Business Phone No. **401-624-3440** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code

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

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

President Name Brian Dupere	Vice President Name Brian Dupere
Street Address 14 Glendale Dr.	Street Address same
City Tiverton State RI Zip 02878	City same State RI Zip 02878
Secretary Name Brian Dupere	Treasurer Name Brian Dupere
Street Address same	Street Address same
City same State RI Zip 02878	City same State RI Zip 02878

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

Director Name Brian Dupere	Director Name
Street Address same	Street Address
City same State RI Zip 02878	City same State RI Zip 02878
Director Name	Director Name
Street Address	Street Address
City same State RI Zip 02878	City same State RI Zip 02878

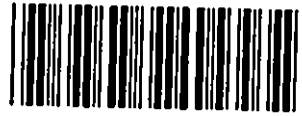
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES		
Number of Shares	Class/Series	Par Value
1,000 SHS NO PAR VALUE		None

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

ISSUED SHARES		
Number of Shares	Class/Series	Par Value
1000	Common	None

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



* 7 0 7 6 8 *

File Date: **3/17/00**
Check No.: **13419**
By: **[Signature]**

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] **3/1/00**
Signature of Officer Date
Brian Dupere
Print or Type Name of Officer
President
Title of Officer



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. 70768		2. Name of Corporation KBS Health & Fitness, Inc.		
3. Street Address Principal Business Office 31 SHOVE ST		City TIVERTON	State RI	Zip 02878
4. Business Phone No. 401-624-3440		5. State of Incorporation RHODE ISLAND		6. SIC Code 8888
7. Brief Description of the Character of Business Conducted in Rhode Island FITNESS CENTER				
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name BRIAN D DUPERE		Vice President Name		
Street Address 14 GLENDALE DR		Street Address		
City TIVERTON	State RI	Zip 02878	City	State
Secretary Name BRIAN DUPERE		Treasurer Name BRIAN D DUPERE		
Street Address 14 GLENDALE DR		Street Address 14 GLENDALE DR		
City TIV.	State RI	Zip 02878	City TIVERTON	State RI
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name BRIAN D DUPERE		Director Name		
Street Address 14 GLENDALE DR		Street Address		
City TIVERTON	State RI	Zip 02878	City	State
Director Name		Director Name		
Street Address		Street Address		
City	State	Zip	City	State
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>				
AUTHORIZED SHARES			ISSUED SHARES	
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series
1,000 SHS NO PAR VALUE			NOIVE	0
11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>				

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



File Date: **Feb 1, 99**

Check No.: **1366**

By: **JD**

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.

Brian Dupere 1/14/99
Signature of Officer Date

BRIAN D DUPERE
Print or Type Name of Officer

PRESIDENT
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 70708 2. Name of Corporation KBS HEALTH & FITNESS, INC.
3. Street Address Principal Business Office 31 SHOUR ST City RI State RI Zip 02818
4. Business Phone No. _____ 5. State of Incorporation RI 6. SIC Code 8980
7. Brief Description of the Character of Business Conducted in Rhode Island HEALTH CLUB

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

President Name <u>BRIAN DUPEKE</u>	Vice President Name <u>SAME</u>
Street Address <u>14 GLENDALE ST</u>	Street Address <u>SAME</u>
City <u>TIVERTON RI</u>	City <u>SAME</u>
State <u>RI</u>	State <u>RI</u>
Zip <u>02818</u>	Zip <u>SAME</u>
Secretary Name <u>SAME</u>	Treasurer Name <u>SAME</u>
Street Address <u>SAME</u>	Street Address <u>SAME</u>
City <u>SAME</u>	City <u>SAME</u>
State <u>RI</u>	State <u>RI</u>
Zip <u>SAME</u>	Zip <u>SAME</u>

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

Director Name <u>SAME</u>	Director Name <u>SAME</u>
Street Address <u>SAME</u>	Street Address <u>SAME</u>
City <u>SAME</u>	City <u>SAME</u>
State <u>RI</u>	State <u>RI</u>
Zip <u>SAME</u>	Zip <u>SAME</u>
Director Name <u>SAME</u>	Director Name <u>SAME</u>
Street Address <u>SAME</u>	Street Address <u>SAME</u>
City <u>SAME</u>	City <u>SAME</u>
State <u>RI</u>	State <u>RI</u>
Zip <u>SAME</u>	Zip <u>SAME</u>

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>			11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
<u>1000</u>	<u>NP - COMMON</u>		<u>100</u>	<u>COMMON</u>	<u>NP</u>

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

File Date: 3.25.98
Check No.: 1022
By: [Signature]
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: Brian Dupere Date: 3/12/98
Print or Type Name of Officer: BRIAN DUPEKE
Title of Officer: PRES

PROFIT CORPORATION ANNUAL REPORT 1997
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 70768		2. Name of Corporation KBS HEALTH & FITNESS, INC	
3. Street Address Principal Business Office 31 SHOUR ST		City TIVERTON	State RI
4. Business Phone No. (401) 624-3440		5. State of Incorporation RI	6. SIC Code 02878
7. Brief Description of the Character of Business Conducted in Rhode Island HEALTH & FITNESS CTR.			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>			
President Name BRIAN DUPIRE		Vice President Name SAME	
Street Address 14 GLENDALE ST		Street Address	
City TIVERTON	State RI	City	State
Zip 02878		Zip	
Secretary Name SAME		Treasurer Name SAME	
Street Address		Street Address	
City	State	City	State
Zip		Zip	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>			
Director Name SAME		Director Name	
Street Address		Street Address	
City	State	City	State
Zip		Zip	
Director Name		Director Name	
Street Address		Street Address	
City	State	City	State
Zip		Zip	
10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>			
AUTHORIZED SHARES		ISSUED SHARES	
Number of Shares	Class/Series	Par Value	Number of Shares
1000	NPU		100
			NPU

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

File Date: 3.12.97
Check No.: 2472
By: [Signature]

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: Brian Dupire
Date: 3/10/97
Print or Type Name of Officer: BRIAN DUPIRE
Title of Officer: PRESIDENT

PROFIT CORPORATION ANNUAL REPORT 1997

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



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 70768		2. Name of Corporation KBS Health & Fitness, Inc.			
3. Street Address Principal Business Office 31 SHOVE ST			City TIVERTON	State RI	Zip 02878
4. Business Phone No. 401-624-3440		5. State of Incorporation RHODE ISLAND		6. SIC Code	
7. Brief Description of the Character of Business Conducted in Rhode Island FITNESS CENTER					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>					
President Name BRIAN DUPERE			Vice President Name		
Street Address 14 GLENDALE DR.			Street Address		
City TIVERTON	State RI	Zip 02878	City	State	Zip
Secretary Name BRIAN DUPERE			Treasurer Name BRIAN DUPERE		
Street Address 14 GLENDALE DR			Street Address 14 GLENDALE DR		
City TIVERTON	State RI	Zip 02878	City TIVERTON	State RI	Zip 02878
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>					
Director Name BRIAN DUPERE			Director Name		
Street Address 14 GLENDALE DR			Street Address		
City TIVERTON	State RI	Zip 02878	City	State	Zip
10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 SHS NO PAR VALUE		NO/PAR	1000		NO PAR

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



* 7 0 7 6 8 *

File Date: **2-4-97**

Check No.: **2445**

By: **WP**

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: **X Brian Dupere** Date: **1/30/97**

Print or Type Name of Officer: **BRIAN DUPERE** Title of Officer: **PRES**

**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: 0070768
2 NAME OF CORPORATION: KBS HEALTH & FITNESS, INC.
3 STREET ADDRESS PRINCIPAL BUSINESS OFFICE: 31 SHOUR ST. TIVERTON RI 02878
4 BUSINESS PHONE NO: 401 624-3440
5 STATE OF INCORPORATION: RI
7 BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND: FITNESS CENTER

8. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME BRIAN DUPERE	VICE PRESIDENT NAME
STREET ADDRESS 14 GLENDALE ST.	STREET ADDRESS
CITY STATE ZIP CODE TIVERTON RI 02878	CITY STATE ZIP CODE
SECRETARY NAME BRIAN DUPERE	TREASURER NAME BRIAN DUPERE
STREET ADDRESS 14 GLENDALE ST	STREET ADDRESS 14 GLENDALE ST
CITY STATE ZIP CODE TIVERTON RI 02878	CITY STATE ZIP CODE TIVERTON RI 02878

9. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME BRIAN DUPERE	DIRECTOR NAME
STREET ADDRESS 14 GLENDALE ST	STREET ADDRESS
CITY STATE ZIP CODE TIVERTON RI 02878	CITY STATE ZIP CODE
DIRECTOR NAME	DIRECTOR NAME
STREET ADDRESS	STREET ADDRESS
CITY STATE ZIP CODE	CITY STATE ZIP CODE

10. SHARES AUTHORIZED AND ISSUED

NUMBER OF SHARES	AUTHORIZED SHARES CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	ISSUED SHARES CLASS / SERIES	PAR VALUE
1000	NO PAR		1000	NO PAR	

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: Brian Dupere
Print or Type Name of Officer: BRIAN DUPERE
Title of Officer: PRES.
Date: 10/27/96

FILED

File Date: OCT 22 1996 99 10 22 11 77 130
Check No: CC# 3
173479
By: _____
For Secretary of State Use Only



ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

Corporate ID: 0020768 Annual Report for the year: 95

Name of Corporation: KBS HEALTH & FITNESS, INC.

Business entity organized under the laws of the State of: RI
 Business Entity is (check one):

For foreign entity, address and telephone number of principal office: N/A
 Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (See RIGL Chapter 7-5.1)

Phone: (401) 624-3440
 Brief statement of the character of business conducted in Rhode Island:
FITNESS CENTER

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

TIVERTON FITNESS CLUB
31 SHOVE ST
TIVERTON RI 02878
 Phone: (401) 624-3440

THE NAMES OF THE OFFICERS ARE:

PRESIDENT: BRIAN DUPIERE STREET ADDRESS: 14 GLENDALE ST. CITY/STATE: TIVERTON RI ZIP CODE: 02878
 VICE PRESIDENT: _____ STREET ADDRESS: _____ CITY/STATE: _____ ZIP CODE: _____

SECRETARY: BRIAN DUPIERE STREET ADDRESS: 14 GLENDALE ST. CITY/STATE: TIVERTON RI ZIP CODE: 02878
 TREASURER: BRIAN DUPIERE STREET ADDRESS: _____ CITY/STATE: TIVERTON RI ZIP CODE: 02878

THE NAMES OF THE DIRECTORS ARE:

NAME: BRIAN DUPIERE STREET ADDRESS: 14 GLENDALE ST. CITY/STATE: TIVERTON RI ZIP CODE: 02878
 NAME: _____ STREET ADDRESS: _____ CITY/STATE: _____ ZIP CODE: _____

NUMBER OF SHARES AUTHORIZED (Rider may be attached)		NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)	
Number of Shares	Class / Series	Number of Shares	Class / Series
<u>1000</u>	<u>NO PAR</u>	<u>1000</u>	<u>NO PAR</u>

Date: 10/20 19 96
 By: Brian Dupere
 PRINT OR TYPE NAME OF OFFICER SIGNING: BRIAN DUPIERE
 TITLE OF OFFICER SIGNING: PRESIDENT

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

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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: 0070768 Annual Report for the year: 1994

Name of Business Entity: KBS Health & Fitness, Inc.

Business entity organized under the laws of the State of RI

Federal Taxpayer Identification Number: [REDACTED]

For foreign entity, address and telephone number of principal office

Phone: [REDACTED]

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

TIVERTON FITNESS CLUB

31 SHOVE ST.

TIVERTON RI 02878

Phone: (401) 624-3440

Business Entity is (check one)

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:

BRIAN DUPERE
14 GLENDALE ST.
TIVERTON RI

Brief statement of the character of business conducted in Rhode Island

FITNESS CENTER

Date of Organization: 1/5/93

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

THE NAMES OF THE OFFICERS ARE:

PRESIDENT OR CEO: BRIAN D DUPERE 14 GLENDALE ST. TIVERTON RI 02878

VICE PRESIDENT OR CFO: SAME [REDACTED] [REDACTED]

SECRETARY: SAME [REDACTED] [REDACTED]

TREASURER: SAME [REDACTED] [REDACTED]

THE NAMES OF THE DIRECTORS ARE:

NAME: BRIAN DUPERE 14 GLENDALE ST TIVERTON RI 02878

NAME: [REDACTED] [REDACTED] [REDACTED]

NUMBER OF SHARES AUTHORIZED (if Applicable): 1000 NUMBER OF SHARES ISSUED AND OUTSTANDING (if Applicable):

NUMBER: _____ NUMBER: _____

CLASS: F.I.C. CLASS: _____

SERIES: JAN 17 1993 SERIES: _____

PAR VALUE OR WITHOUT PAR: By 100#35-1612 PAR VALUE OR WITHOUT PAR: _____

Date: 1/1 19 95 By: Brian Dupere

BRIAN DUPERE
PRINT OR TYPE NAME AND ADDRESS
PLES.
PRINT OR TYPE NAME AND ADDRESS

Form 31 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

BRIAN DUPERE
14 GLENDALE AVENUE
TIVERTON RI 02878