

1.) CORPORATION NAME: <b>24 Hour Fitness USA, Inc.</b>	DUE DATE: <b>9/30/2013</b>				
2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: <b>CORPORATION SERVICE COMPANY          BANK OF AMERICA CTR 16TH FLR          1111 E MAIN ST           RICHMOND, VA</b>	SCC ID NO: <b>F1908278</b>				
3.) CITY OR COUNTY OF VA REGISTERED OFFICE: <b>RICHMOND CITY</b>	5.) STOCK INFORMATION <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th style="width:50%;">CLASS</th> <th style="width:50%;">AUTHORIZED</th> </tr> <tr> <td>COMMON</td> <td>3,500,000</td> </tr> </table>	CLASS	AUTHORIZED	COMMON	3,500,000
CLASS	AUTHORIZED				
COMMON	3,500,000				
4.) STATE OR COUNTRY OF INCORPORATION: <b>CA</b>					

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 12674 ALCOSTA BLVD  
STE 500

CITY/ST/ZIP: SAN RAMON, CA 94583

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

NAME: PATRICK FLANAGAN TITLE: CFO ADDRESS: 12647 ALCOSTA BLVD STE 500 CITY/ST/ZIP/CO: SAN RAMON, CA 94583	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR	
---	---	-----------------------------------	--

NAME: KATHLEEN BRODERICK TITLE: DIRECTOR ADDRESS: 12647 ALCOSTA BOULEVARD SUITE 500 CITY/ST/ZIP/CO: SAN RAMON, CA 94583	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR	
---	----------------------------------	--	--

NAME: ELIZABETH BLAIR TITLE: PRESIDENT ADDRESS: 12647 ALCOSTA BOULEVARD SUITE 500 CITY/ST/ZIP/CO: SAN RAMON, CA 94583	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR	
---	---	-----------------------------------	--

NAME: RODGER MEADS TITLE: VICE PRESIDENT ADDRESS: 12647 ALCOSTA BOULEVARD SUITE 500 CITY/ST/ZIP/CO: SAN RAMON, CA 94583	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR	
---	---	-----------------------------------	--

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

/s/ RODGER MEADS SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	RODGER MEADS, VICE PRESIDENT PRINTED NAME AND CORPORATE TITLE	9/17/2013 DATE
---	--	-------------------

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.