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RETURN TO:
Department of Business Services
Secretary of State
Springfield, IL 62756
Telephone (217) 782-7808

STATE OF ILLINOIS
DOMESTIC CORPORATION ANNUAL REPORT

CORPORATION
FILE NO.
D 5351-802-8

YEAR OF 1990

1.) CORPORATE NAME
REGISTERED AGENT
REGISTERED OFFICE
CITY, IL, ZIP CODE
ATHLETES IN MOTION, INC.
% WILLIAM E BORENSTEIN
135 S LA SALLE ST STE 2512 070684
CHICAGO, IL. 60603-4108 COOK

FILED
JUL 25 1990
JIM EDDY
Secretary of State

2.) AGENT/OFFICE CHANGES ONLY (see 11h)
ATHLETES IN MOTION, INC.
Corporation Name
Registered Agent
Registered Office - Street Address
City, County, IL Zip Code

3.) Date Incorporated 07/06/1984
Give complete address of principal office, if other than above:

Federal Employer Identification Number
(FEIN) 36-3377974

4.) The names and addresses of the officers and directors are: (If officers are directors, so state.)

NAME	OFFICE	NUMBER & STREET	CITY	STATE	ZIP
Judy Bard	President	3910 N. Pinegrove, Apt. 1511, Chicago, IL	Chicago, IL	IL	60613
Bernard Bard	Secretary	6 Court of Lagoon View, Northbrook, IL	Northbrook, IL	IL	60062
	Treasurer				
Judy Bard	Director	3930 N. Pinegrove, Apt. 1511 Chicago, IL	Chicago, IL	IL	60613
	Director				
	Director				

5.) The type of business actually conducted in Illinois is:

6.) Number of shares authorized and issued (as of 04/30/90)

CLASS	SERIES	PAR VALUE	NUMBER AUTHORIZED	NUMBER ISSUED
COMMON			1000	100.000

7a.) The amount of paid-in capital as of 04/30/90 is:

*PAID-IN CAPITAL \$ _____

**"Paid-in Capital" replaces the terms
Stated Capital and Paid-in Surplus.
It does not include Retained Earnings.

7b.) The Paid-in Capital as of 04/30/90 on record with the Secretary of State is:

TOTAL \$ 1 000

(The figure in Item 7b may not be altered.)

ITEM 8 MUST BE SIGNED!

8.) By William E BoreNSTEIN
(My Authorized Officer's Signature) Asst Sec. (Title) 6/28/90 (Date)

Under the penalty of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered agent and/or office, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

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Please return to:

William E. Borenstein
135 S. LaSalle Street
Suite 2512
Chicago, IL 60603

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