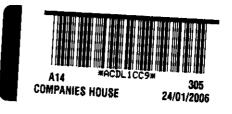
Company Registration Number: 3780623

TOTAL FITNESS GYM LIMITED

REPORT AND FINANCIAL STATEMENTS

31 MARCH 2005



REPORT AND FINANCIAL STATEMENTS For the year ended 31 March 2005

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DIRECTORS' REPORT

The Directors present their report and the financial statements of the company for the year ended 31 March 2005.

RESULTS FOR THE YEAR

The company has remained dormant throughout the year and no profit and loss account is therefore required.

DIVIDENDS

The directors do not propose a dividend.

DIRECTORS

The following were directors of the company throughout the year.

P A Willers (resigned 22 July 2004)
J B Peers
R G Johnson (appointed 22 July 2004)

On 22 July 2004, PA Willers resigned as a director of the company and RG Johnson was appointed a director of the company.

SECRETARY

On 15 September 2004, J B Peers resigned as secretary of the company and JH Jackson was appointed secretary of the company.

By Order of the Board

J H JACKSON Secretary 15 January 2006

BALANCE SHEET As at 31 March 2005

	Note		
		2005	2004
		£	£
CURRENT ASSETS			
Sundry Debtors		2	2
		2	2
		===	===
CAPITAL AND RESERVES	5		
Called up share capital	2	2	2
		2	2
		===	===

For the year ended 31 March 2005 the company was entitled to exemption under section 249aa(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249b(2).

The directors acknowledge their responsibility for: (i) Ensuring the company keeps accounting records which comply with section 221; and (ii) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

Director January 2006

NOTES TO THE ACCOUNTS

The financial statements have been prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

1. ACCOUNTING CONVENTION

The financial statements have been prepared under the historical cost convention.

2. CALLED UP SHARE CAPITAL

	2005 £	2004 £
Authorised 2,000 ordinary shares of £1 each	2,000	2,000
Allotted and fully paid 2 ordinary shares of £1 each	2 =	2 =

TOTAL FITNESS GYM LTD (the "Company")

MINUTES OF ANNUAL GENERAL MEETING

Minutes of the Annual General Meeting of the Company held at Total Fitness Wilmslow on 10th January 2006.

PRESENT:

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John Peers – Chairman Jonathan Jackson - Company Secretary

The Chairman declared that a quorum was present.

The Chairman presented the Company's financial statements for the year ended 31 March 2005 and it was resolved that these were approved. 2

The meeting then ended. က

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