

United States Bankruptcy Court District of Puerto Rico	Voluntary Petition
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Name of Debtor (if individual, enter Last, First, Middle): GUAYNABO FITNESS MANAGEMENT, CORP.	Name of Joint Debtor (Spouse) (Last, First, Middle):
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All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): dba LADY OF AMERICA	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
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Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 66-0597509	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
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Street Address of Debtor (No. & Street, City, State & Zip Code): LOS JARDINES SHOPPING CENTER CARR. #20, KM. 3.5, PISO 2 GUAYNABO, PR	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
ZIPCODE 00969	ZIPCODE

County of Residence or of the Principal Place of Business: Guaynabo	County of Residence or of the Principal Place of Business:
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Mailing Address of Debtor (if different from street address): URB. EL VEDADO #508 AVE. HOSTOS, SUITE 201 SAN JUAN, PR	Mailing Address of Joint Debtor (if different from street address):
ZIPCODE 00918	ZIPCODE

Location of Principal Assets of Business Debtor (if different from street address above): LOS JARDINES SHOPPING CENTER, CARR. #20, KM. 3.5 PISO 2, GUAYNABO, PR	ZIPCODE 00969
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<p>Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p>Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p>	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <p><input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input checked="" type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <p><input type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p>
<p>Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>		<p>Nature of Debts (Check one box.)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>

<p>Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>	<p>Chapter 11 Debtors</p> <p>Check one box:</p> <p><input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,190,000.</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>
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<p>Statistical/Administrative Information</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>	<p>THIS SPACE IS FOR COURT USE ONLY</p>
<p>Estimated Number of Creditors</p> <p><input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000</p>	
<p>Estimated Assets</p> <p><input type="checkbox"/> \$0 to \$50,000 <input checked="" type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion</p>	
<p>Estimated Liabilities</p> <p><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion</p>	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): GUAYNABO FITNESS MANAGEMENT, CORP.	
Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: None		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Schedule Attached		Case Number:	Date Filed:
District:		Relationship:	Judge:
<p style="text-align:center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align:center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code.</p> <p style="text-align:center;">X</p> <p>Signature of Attorney for Debtor(s) Date</p>	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached a made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord or lessor that obtained judgment)			

(Address of landlord or lessor)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

GUAYNABO FITNESS MANAGEMENT, CORP.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

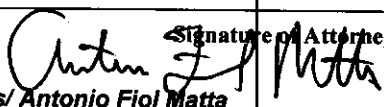
Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

X _____
Printed Name of Foreign Representative

Date

Signature of Attorney*

X  _____
Signature of Attorney for Debtor(s)

Antonio Fiol Matta 201501
Printed Name of Attorney for Debtor(s)

Antonio Fiol Matta Law Offices
Firm Name

1561 Ave. Americo Miranda
Address

San Juan, PR 00921-2018

(787) 792-4368
Telephone Number

January 17, 2008
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Petition Preparer

I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X **/s/ MARIO PRIETO BATISTA** _____
Signature of Authorized Individual

MARIO PRIETO BATISTA
Printed Name of Authorized Individual

RESIDENT AGENT
Title of Authorized Individual

January 17, 2008
Date

Debtor(s)

VOLUNTARY PETITION
Continuation Sheet - Page 1 of 1

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor:

Name of Debtor: BAYAMON FITNESS MANAGEMENT CORP.

Case Number:

Date Filed: 1/17/2008

District: PUERTO RICO

Relationship: AFFILIATE

Judge:

Name of Debtor: TOTAL FITNESS MANAGEMENT CORP.

Case Number:

Date Filed: 1/17/2008

District: PUERTO RICO

Relationship: AFFILIATE

Judge:

Name of Debtor: CAROLINA FITNESS MANAGEMENT CORP.

Case Number:

Date Filed: 1/17/2008

District: PUERTO RICO

Relationship: AFFILIATE

Judge:

CERTIFICACION DE RESOLUCION CORPORATIVA

Yo, **Daivelyne Rivera Adorno**, mayor de edad, soltera, Secretaria Interina de **Guaynabo Fitness Management, Corp**, y residente de Toa Baja, Puerto Rico:

CERTIFICO que con relación a la corporación **Guaynabo Fitness Management, Corp**, la Junta de Directores está constituida, según se describe a continuación:

Presidente	Alexander Valladares Cabrera
Vice-Presidente	Mirna Rodríguez de Valladares
Secretaria Interina	Daivelyne Rivera Adorno
Tesorera	Berta Aedo

Además, en conferencia telefónica sostenida el 16 de enero de 2008, se acordó que se autoriza al Agente Residente de la corporación, Lcdo. Mario A. Prieto Batista, para que firme cualquier documento necesario a los fines de que se solicite en el Tribunal de Quiebras la quiebra de la corporación bajo el Capítulo 11 de la Ley de Quiebras.

Así mismo se autorizó la contratación del Lcdo. Antonio Fiol Matta, para que sea el abogado de la quiebra a radicarse.

Siendo esta la resolución procedo a certificar la misma hoy día 17 de enero de 2008, en San Juan, Puerto Rico.



DAIVELYNE RIVERA ADORNO
Secretaria Interina

AFFIDAVIT NUM. - 511 -

Jurado y suscrito ante mí por **Daivelyne Rivera Adorno**, de las circunstancias personales antes expresadas, a quien doy fe de conocer personalmente.

En San Juan, Puerto Rico, hoy - 17 - de enero de 2008.


Patricia Miranda De La Roca
ABOGADA


NOTARIO PUBLICO

**United States Bankruptcy Court
District of Puerto Rico**

IN RE:

Case No. _____

GUAYNABO FITNESS MANAGEMENT, CORP.

Chapter **11**

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
YAMIN MENESES 15310 S.W. 8th. WAY MIAMI, FL 33194				804,000.00
DEPARTAMENTO DE HACIENDA DIVISION DE QUIEBRAS PO BOX 9022501 SAN JUAN, PR 00902-2501				52,613.86
DEPARTAMENTO DE HACIENDA DIVISION DE QUIEBRAS PO BOX 9022501 SAN JUAN, PR 00902-2501				30,666.35
MUNICIPIO DE GUAYNABO PATENTES MUNICIPALES PO BOX 7885 GUAYNABO, PR 00970				2,284.00

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: **January 17, 2008** Signature: **/s/ MARIO PRIETO BATISTA**

MARIO PRIETO BATISTA, RESIDENT AGENT

(Print Name and Title)

**United States Bankruptcy Court
District of Puerto Rico**

IN RE:

Case No. _____

GUAYNABO FITNESS MANAGEMENT, CORP.

Chapter 11

Debtor(s)

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NUMBER OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$ 0.00		
B - Personal Property	Yes	3	\$ 70,599.32		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		\$ 33,878.97	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1		\$ 889,564.21	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				\$
J - Current Expenditures of Individual Debtor(s)	No				\$
TOTAL		12	\$ 70,599.32	\$ 923,443.18	

IN RE GUAYNABO FITNESS MANAGEMENT, CORP.

Case No. _____

Debtor(s)

(If known)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
None				

TOTAL 0.00

(Report also on Summary of Schedules)

**SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)**

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements in which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interest, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X	SEE ATTACHED EQUIPMENT LIST PARTIALLY GUARANTEED TO MADISON CAPITAL		70,344.90
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			

IN RE GUAYNABO FITNESS MANAGEMENT, CORP.

Case No. _____

Debtor(s)

(If known)

**SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)**

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
33. Farming equipment and implements. 34. Farm supplies, chemicals, and feed. 35. Other personal property of any kind not already listed. Itemize.	X X X			
TOTAL				70,599.32

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_____ 0 continuation sheets attached

(Include amounts from any continuation sheets attached.
Report total also on Summary of Schedules.)

1/17/2008

GUAYNABO

#	MANUFACTURE'S NAME	EQUIPMENT NAME	S/N #	MODEL #	PART #	PRICE
1		STAFF WOOD DESK				\$55.00
2		STAFF WOOD DESK				\$55.00
3		STAFF WOOD DESK				\$55.00
4		SMALL WOOD TABLE				\$15.00
5		CREDENZA 2 DRAWER				\$35.00
6		FORMICA FRONT DESK 4 FT				\$55.00
7		STAFF DESK SWIVEL GRAY CHAIR				\$25.00
8		STAFF DESK SWIVEL GRAY CHAIR				\$25.00
9		STAFF DESK SWIVEL GRAY CHAIR				\$25.00
10		STAFF DESK SWIVEL GRAY CHAIR				\$25.00
11		GUEST WAITING AREA IRON SOFA				\$65.00
12		GUEST WAITING AREA LOVE SEAT				\$55.00
13		GUEST WAITING AREA IRON CHAIR				\$25.00
14		GUEST WAITING AREA IRON CHAIR				\$25.00
15		GUEST WAITING AREA IRON CHAIR				\$25.00
16		GUEST IRON CHAIRS				\$25.00
17		GUEST IRON CHAIRS				\$25.00
18		GUEST IRON CHAIRS				\$25.00
19		GUEST IRON CHAIRS				\$25.00
20		GUEST IRON CHAIRS				\$25.00
21		GUEST IRON CHAIRS				\$25.00
22	HEWLETT PARKER PAVILION	COMPUTER & MONITOR		510C		\$150.00
23	HEWLETT PARKER OFFICEJET	PRINTER		7110		\$60.00
24		IRON FILE CABINET 4 DRAWER				\$30.00
25		IRON FILE CABINET 4 DRAWER				\$30.00
26		IRON FILE CABINET 4 DRAWER				\$30.00
27		WOOD FILE CABINET 3 DRAWER				\$25.00
28	SK PRO AUDIO	MIXER		DM8.2		\$70.00
29	SK PRO AUDIO	EQUALIZER		EQ215F		\$75.00
30	DENON	CD/CASSETTE COMBO		DN-T625		\$110.00
31	SK PRO AUDIO	AMPLIFIER		MAX620		\$95.00
32	ZEUS	SPEAKERS 250 WATTS				\$25.00
33	ZEUS	SPEAKERS 250 WATTS				\$25.00
34	DENON	CD/CASSETTE COMBO		DN-T625		\$110.00
35	TECHNICS	RECEIVER		SA-DX950		\$85.00
36	PEAVY	MIXER				\$85.00
37	RADIO SHACK	MIC BOOM				\$25.00
38	PEAVY	SPEAKERS				\$25.00
39	PEAVY	SPEAKERS				\$25.00
40	HEALTH O METER	SCALE				\$45.00
41	SCHWINN	SPINNING BIKE		0152T07048	IC PRO	\$250.00
42	SCHWINN	SPINNING BIKE		1102T19980	IC PRO	\$250.00

1/17/2008

GUAYNABO

#	MANUFACTURE'S NAME	EQUIPMENT NAME	S/N #	MODEL #	PART #	PRICE
43	SCHWINN	SPINNING BIKE	0152T07206	IC PRO		\$250.00
44	SCHWINN	SPINNING BIKE	1358T38051	IC PRO		\$250.00
45	SCHWINN	SPINNING BIKE	3497T31316	IC PRO		\$250.00
46	SCHWINN	SPINNING BIKE	1358T38031	IC PRO		\$250.00
47	SCHWINN	SPINNING BIKE	1358T38321	IC PRO		\$250.00
48	SCHWINN	SPINNING BIKE	1358T38105	IC PRO		\$250.00
49	SCHWINN	SPINNING BIKE	3497T31256	IC PRO		\$250.00
50	SCHWINN	SPINNING BIKE	1358T38326	IC PRO		\$250.00
51	SCHWINN	SPINNING BIKE	1358T38304	IC PRO		\$250.00
52	SCHWINN	SPINNING BIKE	1358T38102	IC PRO		\$250.00
53	SCHWINN	SPINNING BIKE	1358T38142	IC PRO		\$250.00
54	SCHWINN	SPINNING BIKE	1358T38303	IC PRO		\$250.00
55	SCHWINN	SPINNING BIKE	2190T43797	IC PRO		\$250.00
56	SCHWINN	SPINNING BIKE	2190T43781	IC PRO		\$250.00
57	SCHWINN	SPINNING BIKE	1358T38348	IC PRO		\$250.00
58	PARAMOUNT LADY	LAT ROW	9607-068	FL-0700		\$500.00
59	PARAMOUNT LADY	CHEST PRESS	9607-	FL-UPRIGHT		\$650.00
60	PARAMOUNT LADY	VERTICAL BUTTERFLY	9604-073	FL-0900		\$800.00
61	PARAMOUNT LADY	SHOULDER PRESS	9710	FL-UPRIGHT		\$655.00
62	PARAMOUNT LADY	INNER OUTER THIGH	9607	FL-UPRIGHT		\$550.00
63	PARAMOUNT LADY	LEG PRESS	9606	FL-UPRIGHT		\$1,100.00
64	PARAMOUNT LADY	LEG EXTENSION	9607	FL-UPRIGHT		\$610.00
65	PARAMOUNT LADY	LEG CURL	9606	FL-UPRIGHT		\$600.00
66	PARAMOUNT LADY	GLUTE	9607	FL-UPRIGHT		\$550.00
67	PARAMOUNT LADY	ABDOMINAL	9809	FL-UPRIGHT		\$600.00
68	PARAMOUNT LADY	TRICEP PUSHDOWN	9604	FL-UPRIGHT		\$550.00
69	PARAMOUNT LADY	ARM CURL	9606	FL-UPRIGHT		\$600.00
70	PARAMOUNT LADY	FLAT INCLINE BENCH	9609-006	PFW 6206		\$150.00
71	PARAMOUNT LADY	ABDOMINAL BENCH	9609-001	PFW 5900		\$600.00
72	PARAMOUNT LADY	RACK BAR	9606-022	PFW 8400		\$85.00
73	PARAMOUNT LADY	FREE WEIGHT RACK	9601-030	PFW 9800-800		\$40.00
74	PARAMOUNT LADY	FREE WEIGHT RACK	9807-925	PFW 5900		\$40.00
75	HOGGAN	LAT ROW	1530-1038			\$550.00
76	HOGGAN	HORIZONTAL ROW	3030-1154			\$550.00
77	HOGGAN	CHEST PRESS	3051-1081			\$700.00
78	HOGGAN	BILATERAL CHEST	3075-1142			\$665.00
79	HOGGAN	THIGH ABDUCTOR	3073-1035			\$650.00
80	HOGGAN	POWER LEG PRESS	3081-1092			\$655.00
81	HOGGAN	ADJUSTABLE HI-LOW PULLEY	1500-1075			\$110.00
82	HOGGAN	MULTI HIP	3095-1161			\$450.00
83	HOGGAN	THIGH EXTENSION	3056-1098			\$650.00
84	HOGGAN	THIGH CURL	3046-1097			\$550.00

11/17/2008

GUAYNABO

#	MANUFACTURE'S NAME	EQUIPMENT NAME	S/N #	MODEL #	PART #	PRICE
85	HOGGAN	ABDOMINAL CURL	3066-1146			\$550.00
86	HOGGAN	FLAT BENCH				\$90.00
87	HOGGAN	INCLINE-FLAT BENCH				\$90.00
88	HOGGAN	INCLINE-FLAT BENCH				\$90.00
89	HOGGAN	DECLINE ABDOMINAL BENCH				\$95.00
90	HOGGAN	SMITH MACHINE				\$785.00
91	HOGGAN	SMITH MACHINE				\$785.00
92		RACK OLYMPIC PLATES 4-2.5 LBS.				\$4.60
93		RACK OLYMPIC PLATES 4-5 LBS.				\$9.20
94		RACK OLYMPIC PLATES 4-10 LBS.				\$18.40
95		RACK OLYMPIC PLATES 4-25 LBS.				\$46.00
96		RACK OLYMPIC PLATES 2-35 LBS.				\$32.20
97		BAR Z				\$20.00
98		BAR STRAIGHT				\$18.00
99		DUMBBELL CROME 4-5 LBS.				\$15.80
100		DUMBBELL CROME 4-8 LBS.				\$25.28
101		DUMBBELL CROME 4-10 LBS.				\$31.60
102		DUMBBELL CROME 4-12 LBS.				\$37.92
103		REGULAR DUMBBELL 4-2.5 LBS.				\$7.90
104		REGULAR DUMBBELL 4-5 LBS.				\$15.80
105		REGULAR DUMBBELL 4-10 LBS.				\$31.60
106		REGULAR DUMBBELL 4-15 LBS.				\$47.40
107		REGULAR DUMBBELL 4-20 LBS.				\$63.20
108	LIFE CYCLE	BIKE	818501	LC-9100		\$1,150.00
109	LIFE CYCLE	BIKE	823817	LC-9100		\$1,150.00
110	LIFE CYCLE	BIKE	823049	LC-9100		\$1,150.00
111	LIFE CYCLE	BIKE	823819	LC-9100		\$1,150.00
112	LIFE CYCLE	BIKE	822997	LC-9100		\$1,150.00
113	LIFE CYCLE	BIKE	818498	LC-9100		\$1,150.00
114	LIFE CYCLE	BIKE	478676	LC-9100		\$1,150.00
115	LIFE CYCLE	BIKE	478678	LC-9100		\$1,150.00
116	LIFE CYCLE	BIKE	823787	LC-9100		\$1,150.00
117	LIFE CYCLE	BIKE	823818	LC-9100		\$1,150.00
118	STAR TRACK	TREADMILL	D14553	4531-BUSAPO		\$1,400.00
119	STAR TRACK	TREADMILL	D14559	4531-BUSAPO		\$1,400.00
120	STAR TRACK	TREADMILL	D14556	4531-BUSAPO		\$1,400.00
121	STAR TRACK	TREADMILL	D14557	4531-BUSAPO		\$1,400.00
122	STAR TRACK	TREADMILL	D14594	4531-BUSAPO		\$1,400.00
123	STAR TRACK	TREADMILL	D14596	4531-BUSAPO		\$1,400.00
124	STAR TRACK	TREADMILL	D14600	4531-BUSAPO		\$1,400.00
125	LIFE FITNESS	TREADMILL	33962	TR-9000		\$1,595.00
126	LIFE FITNESS	TREADMILL	339616	TR-9000		\$1,595.00

GUAYNABO

1/17/2008

#	MANUFACTURER'S NAME	EQUIPMENT NAME	S/N #	MODEL #	PART #	PRICE
127	LIFE FITNESS	TREADMILL		TR-9000		\$1,595.00
128	LIFE FITNESS	TREADMILL	345022	TR-9000		\$1,595.00
129	LIFE FITNESS	TREADMILL	345020	TR-9000		\$1,595.00
130	EDGE	ELYPTICAL	344924	4620-BUSAPO		\$1,110.00
131	EDGE	ELYPTICAL	E0054094	4620-BUSAPO		\$1,110.00
132	EDGE	ELYPTICAL	E0054136	4620-BUSAPO		\$1,110.00
133	EDGE	ELYPTICAL	E0054098	4620-BUSAPO		\$1,110.00
134	EDGE	ELYPTICAL	E0054097	4620-BUSAPO		\$1,110.00
135	EDGE	ELYPTICAL	E0054095	4620-BUSAPO		\$1,110.00
136	EDGE	ELYPTICAL	E0054099	4620-BUSAPO		\$1,110.00
137	EDGE	ELYPTICAL	E0054040	4620-BUSAPO		\$1,110.00
138	STAR TRACK	STEPPER	E0054096	4620-BUSAPO		\$985.00
139	STAR TRACK	STEPPER	S307322	4130-BUSAPO		\$985.00
140	STAR TRACK	STEPPER	S307323	4130-BUSAPO		\$985.00
141	STAR TRACK	STEPPER	S307332	4130-BUSAPO		\$985.00
142	LIFE FITNESS	STEPPER	S307335	4130-BUSAPO		\$985.00
143	LIFE FITNESS	STEPPER	E112035	9627		\$1,250.00
144	LIFE FITNESS	STEPPER	E112035	9100		\$1,100.00
145	LIFE FITNESS	STEPPER	E112035	9100		\$1,100.00
			E112035	9100		\$1,100.00
						\$69,654.90
BACK OFFICE						
1		WOOD DESK				\$55.00
2		WOOD 3 DRAWER FILE CABINET				\$25.00
3		SMALL WOOD TABLE				\$15.00
4		SMALL WOOD TABLE				\$15.00
5		GRAY SWIVEL CHAIR				\$25.00
6		PLASTIC WHITE CHAIR				\$15.00
7		PLASTIC WHITE CHAIR				\$15.00
8		PLASTIC WHITE CHAIR				\$15.00
9		METAL 4 DRAWER FILE CABINET				\$30.00
10		METAL 3 SHELVES RACK				\$25.00
11	COMPAQ PRESARIO	COMPUTER		S3310CL		\$150.00
12	COMPAQ	FLAT SCREEN MONITOR		1701		\$195.00
13	HEWLETT PARKER	OFFICEJET PRINTER		7110		\$65.00
14	HEWLETT PARKER	FAX		1020		\$45.00
						\$690.00
						\$70,344.90

IN RE GUAYNABO FITNESS MANAGEMENT, CORP.

Case No. _____

Debtor(s)

(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor elects the exemptions to which debtor is entitled under:

Check if debtor claims a homestead exemption that exceeds \$136,875.

(Check one box)

11 U.S.C. § 522(b)(2)

11 U.S.C. § 522(b)(3)

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTIONS
Not Applicable			

IN RE GUAYNABO FITNESS MANAGEMENT, CORP.

Case No. _____

Debtor(s)

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Code debtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Code debtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

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CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. 2006-71 2006-72 MADISON CAPITAL 9D GWYNNS MILL COURT OWYNGS MILLS, MD 21117		EQUIPMENT 2007 (PART OF EQUIPMENT LISTED IN SCHEDULE B) VALUE \$ 70,344.90				33,878.97	
ACCOUNT NO.		VALUE \$					
ACCOUNT NO.		VALUE \$					
ACCOUNT NO.		VALUE \$					
Subtotal (Total of this page)						\$ 33,878.97	\$
Total (Use only on last page)						\$ 33,878.97	\$

0 continuation sheets attached

(Report also on
Summary of
Schedules.)

(If applicable, report
also on Statistical
Summary of Certain
Liabilities and Related
Data.)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

- Domestic Support Obligations**
Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).
- Extensions of credit in an involuntary case**
Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).
- Wages, salaries, and commissions**
Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).
- Contributions to employee benefit plans**
Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).
- Certain farmers and fishermen**
Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).
- Deposits by individuals**
Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).
- Taxes and Certain Other Debts Owed to Governmental Units**
Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).
- Commitments to Maintain the Capital of an Insured Depository Institution**
Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).
- Claims for Death or Personal Injury While Debtor Was Intoxicated**
Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

IN RE GUAYNABO FITNESS MANAGEMENT, CORP.

Case No. _____

Debtor(s)

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. 001-660-58-0709 DEPARTAMENTO DE HACIENDA DIVISION DE QUIEBRAS PO BOX 9022501 SAN JUAN, PR 00902-2501		TAXES 2005				52,613.86
ACCOUNT NO. 0001-660-58-0709 DEPARTAMENTO DE HACIENDA DIVISION DE QUIEBRAS PO BOX 9022501 SAN JUAN, PR 00902-2501		TAXES 2201-2002-2003				30,666.35
ACCOUNT NO. 66-0597509 MUNICIPIO DE GUAYNABO PATENTES MUNICIPALES PO BOX 7885 GUAYNABO, PR 00970		PATENTE MUNICIPAL 2007				2,284.00
ACCOUNT NO. YAMIN MENESES 15310 S.W. 8th. WAY MIAMI, FL 33194	X	JUDGMENT CREDITOR 03-18476 CA25 MIAMI DADE COUNTY COURT				804,000.00

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<u>0</u> continuation sheets attached	Subtotal (Total of this page)	\$ 889,564.21
(Use only on last page of the completed Schedule F. Report also on the Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)	Total	\$ 889,564.21

IN RE GUAYNABO FITNESS MANAGEMENT, CORP.

Case No. _____

Debtor(s)

(If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
<p>GUAYNABO PR COMMERCIAL PROPERTIES DEVELOPMENT CORP. PO BOX 8459 SANTURCE, PR 00910-8459</p> <p>ALEXANDER VALLADARES CABRERA MIRNA VALLADARES 13300 SW 8TH WAY MIAMI, FL 33186</p>	<p>COMMERCIAL CONTRACT LEASE</p>

IN RE GUAYNABO FITNESS MANAGEMENT, CORP.

Case No. _____

Debtor(s)

(If known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
ALEXANDER VALLADARES 128 ST. 13300 SW MIAMI, FL 33186	YAMIN MENESES 15310 S.W. 8th. WAY MIAMI, FL 33194
BAYAMON FITNESS MANAGEMENT CORP.	YAMIN MENESES 15310 S.W. 8th. WAY MIAMI, FL 33194
CAROLINA FITNESS MANAGEMENT CORP.	YAMIN MENESES 15310 S.W. 8th. WAY MIAMI, FL 33194
TOTAL FITNESS MANAGEMENT CORP.	YAMIN MENESES 15310 S.W. 8th. WAY MIAMI, FL 33194

IN RE GUAYNABO FITNESS MANAGEMENT, CORP.

Case No. _____

Debtor(s)

(If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date: _____ Signature: _____ Debtor

Date: _____ Signature: _____ (Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342 (b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

Social Security No. (Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs the document.

Address

Signature of Bankruptcy Petition Preparer

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provision of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **RESIDENT AGENT** _____ (the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership) of the **GUAYNABO FITNESS MANAGEMENT, CORP.**

(corporation or partnership) named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 13 sheets (*total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date: **January 17, 2008** Signature: **/s/ MARIO PRIETO BATISTA**

MARIO PRIETO BATISTA

(Print or type name of individual signing on behalf of debtor)

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of Puerto Rico**

IN RE:

Case No. _____

GUAYNABO FITNESS MANAGEMENT, CORP.

Chapter **11**

Debtor(s)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
887,467.00	2007 INCOME
981,838.00	2006 INCOME
60,125.00	2008 INCOME

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

3. Payments to creditors

Complete a. or b., as appropriate, and c.

None *a. Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None *b. Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None *c. All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER YAMIN MENESES, ET AL. VS. ALEXANDER VALLADARES, TOTAL FITNESS MANAGEMENT CORP, GUAYNABO FITNESS MANAGEMENT CORP., BAYAMON FITNESS MANAGEMENT CORP., AND CAROLINA FITNESS MANAGEMENT CORP. CASE NO. 03-18476 CA25	NATURE OF PROCEEDING COMMERCIAL TORT	COURT OR AGENCY AND LOCATION IN THE CIRCUIT COURT OF THE ELEVENTH JUDICIAL CIRCUIT IN AND FOR MIAMI-DADE COUNTY, FLORIDA	STATUS OR DISPOSITION EXECUTION
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None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED YAMIN MENESES 15310 SW 8TH WAY MIAMI, FL 33194	DATE OF SEIZURE 1/7/2008	DESCRIPTION AND VALUE OF PROPERTY PROPERTY HELD BY NATIONAL FRANCHISOR UPON GARNISMENT ORDER OBTAINED BY CREDITOR IN THE AMOUNT OF \$30,318.54.
--	------------------------------------	--

5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and joint petition is not filed.)

None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Antonio Fiol Matta, Esq. 1561 Americo Miranda Ave. Urb. Caparra Terrace San Juan, PR 00921	01/17/2008 BY ALEXANDER VALLADARES CABRERA	3,000.00

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

15. Prior address of debtor

None If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

17. Environmental Information

For the purpose of this question, the following definitions apply:

“Environmental Law” means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes or material.

“Site” means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

“Hazardous Material” means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

None b. Identify any business listed in response to subdivision a., above, that is “single asset real estate” as defined in 11 U.S.C. § 101.

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
JUAN ACOSTA
CALLE TETUAN #151
ESQUINA CALLE SAN JOSE
SAN JUAN, PR 00901

DATES SERVICES RENDERED
2005 TO PRESENT

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

None d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of the case by the debtor.

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

21. Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
ALEXANDER VALLADARES AND CONJUGAL PARTNERSHIP 128 ST. 13300 SW MIAMI, FL 33186	PRESIDENT	100%
MIRNA RODRIGUEZ DE VALLADARES 128 ST. 13300 SE MIAMI, FL 33186	VICE PRESIDENT	SEE ALEXANDER VALLADARES CABRERA
DAIVELYNE RIVERA ADORNO COOP. CIUDAD UNIVERSITARIA AVE. PERIFERAL 2 APT. 404-B TRUJILLO ALTO, PR 00976	INTERIN SECRETARY	NONE
BERTA AEDO 128 ST. 13300 SW MIAMI, FL 33186	TESORERA	NONE

22. Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

23. Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

24. Tax Consolidation Group

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information, and belief.

Date: January 17, 2008 Signature: /s/ MARIO PRIETO BATISTA

MARIO PRIETO BATISTA, RESIDENT AGENT

Print Name and Title

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

0 continuation pages attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. § 152 and 3571.

**United States Bankruptcy Court
District of Puerto Rico**

IN RE:

Case No. _____

GUAYNABO FITNESS MANAGEMENT, CORP.

Chapter **11**

Debtor(s)

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s) hereby verify(ies) that the attached matrix listing creditors is true to the best of my(our) knowledge.

Date: **January 17, 2008**

Signature: /s/ MARIO PRIETO BATISTA
MARIO PRIETO BATISTA, RESIDENT AGENT

Debtor

Date: _____

Signature: _____

Joint Debtor, if any

**GUAYNABO FITNESS MANAGEMENT,
CORP.
URB. EL VEDADO
#508 AVE. HOSTOS, SUITE 201
SAN JUAN, PR 00918**

**Antonio Fiol Matta
Law Offices
1561 Ave. Americo Miranda
San Juan, PR 00921-2018**

**ALEXANDER VALLADARES CABRERA
MIRNA VALLADARES
13300 SW 8TH WAY
MIAMI, FL 33186**

**CARLOS A. ROMERO JR., ESQ.
POST & ROMERO
3195 PONCE DE LEON BLVD. SUITE 400
CORAL GABLES, FL 33134**

**DEPARTAMENTO DE HACIENDA
DIVISION DE QUIEBRAS
PO BOX 9022501
SAN JUAN, PR 00902-2501**

**GUAYNABO PR COMMERCIAL
PROPERTIES DEVELOPMENT CORP.
PO BOX 8459
SANTURCE, PR 00910-8459**

**MADISON CAPITAL
9D GWYNNS MILL COURT
OWYNGS MILLS, MD 21117**

**MUNICIPIO DE GUAYNABO
PATENTES MUNICIPALES
PO BOX 7885
GUAYNABO, PR 00970**

**YAMIN MENESES
15310 S.W. 8th. WAY
MIAMI, FL 33194**

United States Bankruptcy Court
District of Puerto Rico

IN RE:

Case No. _____

GUAYNABO FITNESS MANAGEMENT, CORP.

Chapter 11

Debtor(s)

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept \$ 225.00/hr

Prior to the filing of this statement I have received \$ 3,000.00

Balance Due \$ _____

2. The source of the compensation paid to me was: Debtor Other (specify): **PAID BY MR. ALEXANDER VALLADARES**

3. The source of compensation to be paid to me is: Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. ~~Representation of the debtor in adversary proceedings and other contested bankruptcy matters;~~
- e. [Other provisions as needed]

SUBJECT TO CONTRACT PROVISIONS

6. By agreement with the debtor(s), the above disclosed fee does not include the following services:

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CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

January 17, 2008

Date

/s/ Antonio Fiol Matta

Signature of Attorney

Antonio Fiol Matta Law Offices

Name of Law Firm