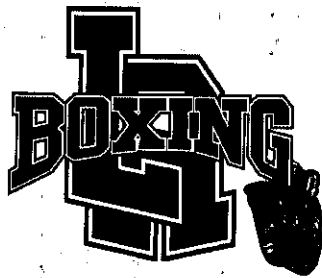
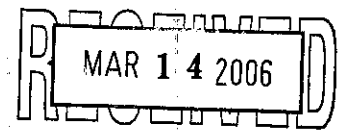

FRANCHISE OFFERING CIRCULAR



DEPARTMENT OF CORPORATIONS



SAN DIEGO OFFICE

LA Boxing Franchise Corporation
3195-H Redhill Avenue
Costa Mesa, CA 92626
Tel: (714) 668-0911

LA Boxing Franchise Corporation

INFORMATION FOR PROSPECTIVE FRANCHISEES
REQUIRED BY FEDERAL TRADE COMMISSION

TO PROTECT YOU, WE'VE REQUIRED YOUR FRANCHISOR TO GIVE YOU THIS INFORMATION. *WE HAVEN'T CHECKED IT, AND DON'T KNOW IF IT'S CORRECT.* IT SHOULD HELP YOU MAKE UP YOUR MIND. STUDY IT CAREFULLY. WHILE IT INCLUDES SOME INFORMATION ABOUT YOUR CONTRACT, DON'T RELY ON IT ALONE TO UNDERSTAND YOUR CONTRACT. READ ALL OF YOUR CONTRACT CAREFULLY. BUYING A FRANCHISE IS A COMPLICATED INVESTMENT. TAKE YOUR TIME TO DECIDE. IF POSSIBLE, SHOW YOUR CONTRACT AND THIS INFORMATION TO AN ADVISOR, LIKE A LAWYER OR ACCOUNTANT. IF YOU FIND ANYTHING YOU THINK MAY BE WRONG OR ANYTHING IMPORTANT THAT'S BEEN LEFT OUT, YOU SHOULD LET US KNOW ABOUT IT. IT MAY BE AGAINST THE LAW.

THERE MAY ALSO BE LAWS ON FRANCHISING IN YOUR STATE. ASK YOUR STATE AGENCIES ABOUT THEM.

FEDERAL TRADE COMMISSION
Washington, D.C.

The date of issuance of this Franchise Offering Circular is _____



FRANCHISE OFFERING CIRCULAR

LA Boxing Franchise Corporation
a California corporation
3195-H Redhill Avenue
Costa Mesa, CA 92626
Tel: (714) 668-0911
Fax: (714) 668-9231

The business you will conduct as an LA Boxing Franchise is a membership physical fitness system consisting of unique boxing and kickboxing training regimens, utilizing a system and products that are proprietary to LA Boxing Franchise Corporation. We authorize you to offer memberships to promote training and instruction programs that include cardio boxing, cardio kick boxing, Jui Jitsu, Muay Thai boxing, utilizing a weight room, and a professional boxing ring and other equipment with unique construction and design features.

The Initial Franchise Fee is \$25,000 (see ITEM 5 for more detailed information). The estimated initial investment you must make ranges from \$93,400 to \$103,050 (see ITEM 7 for more detailed information).

RISK FACTORS:

1. THE FRANCHISE AGREEMENT PERMITS YOU TO ARBITRATE WITH OR TO SUE LA BOXING WHERE YOUR FRANCHISE IS LOCATED IF THE DISPUTE IS BETWEEN YOU AND LA BOXING. IF THE DISPUTE INVOLVES YOU AND OTHER FRANCHISEES AGAINST LA BOXING, ARBITRATION OR LITIGATION WILL OCCUR ONLY IN THE STATE AND COUNTY WHERE THE PRINCIPAL OFFICE OF LA BOXING IS LOCATED (CURRENTLY, ORANGE COUNTY, CALIFORNIA). OUT OF STATE ARBITRATION OR LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST MORE TO ARBITRATE WITH OR TO SUE LA BOXING IN THE STATE AND COUNTY WHERE THE PRINCIPAL OFFICE OF LA BOXING IS LOCATED (CURRENTLY, ORANGE COUNTY, CALIFORNIA) THAN IN YOUR HOME STATE. THIS MAY BE SUPERCEDED BY STATE LAW. SEE ADDENDUM, IF ANY, ATTACHED TO THIS FRANCHISE OFFERING CIRCULAR.

2. THE FRANCHISE AGREEMENT STATES THAT CALIFORNIA LAW GOVERNS THE AGREEMENT, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS. THIS MAY BE SUPERCEDED BY STATE LAW. SEE ADDENDUM, IF ANY, ATTACHED TO THIS FRANCHISE OFFERING CIRCULAR.

3. THIS IS A NEW FRANCHISE OFFERING AND THE MARKET FOR AN LA BOXING FRANCHISEE'S SERVICES IS NEW AND NOT WELL DEVELOPED. IT IS SPECULATIVE AND INVOLVES RISK.

4. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Information comparing franchisors is available. Call the state administrators listed in Exhibit A or your public library for sources of information. Registration of this franchise by a state does not mean that the state recommends it or has verified the information in this Franchise Offering Circular. If you learn that anything in this Franchise Offering Circular is untrue, contact the Federal Trade Commission and the applicable state agency listed on Exhibit A.

Effective Date: April 20, 2006.