

08-13-1998



100791381

COVER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks, please record the attached original document or copy thereof.

8-10-98
MRD

1. Name of conveying party(ies):

Diet Fitness Weight Loss Centers, Inc.

- Individual(s)
 - General Partnership
 - Corporation - State of Arizona
 - Other
 - Association
 - Limited Partnership
- Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 1, 1993

2. Name and address of receiving party(ies):

Name: Diet Fitness Corporation

Internal Address: _____

Street Address: 16202 East Guadalupe

City: Gilbert State: Arizona ZIP: 85234

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - State of Arizona
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) and address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

N/A

B. Trademark Registration No.(s)

1,827,188

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: SNELL & WILMER L.L.P.

Internal Address: Attn: Michael K. Kelly

Street Address: One Arizona Center

400 East Van Buren

City: Phoenix State: AZ ZIP: 85004-0001

6. Total number of applications and registrations involved:

One

7. Total fee (37 C.F.R. 3.41) \$40.00

- Enclosed - check no. S&W 272703
- Deficiency only authorized to be charged to deposit account

8. Deposit account number:

19-2814

08/13/1998 DNGUYEN 00000014 1827188

DO NOT USE THIS SPACE

01 FC:481

40.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Michael K. Kelly, Reg. No. 32,848

Name of Person Signing

Signature

August 10, 1998

Date

Three

TRADEMARK

AZ CORP COMMISSION
FOR THE STATE OF AZ.
FILED

ARTICLES OF AMENDMENT
of

DEC 23 9 01 AM '93
APR CHRISTINE JAMES
DATE APPLD 12-15-93
TERM _____
DATE _____
#0235289-1

DIET FITNESS WEIGHT LOSS CENTERS, INC.
An Arizona Corporation

[the name of which, after adoption of these Articles shall be:]

DIET FITNESS CORPORATION

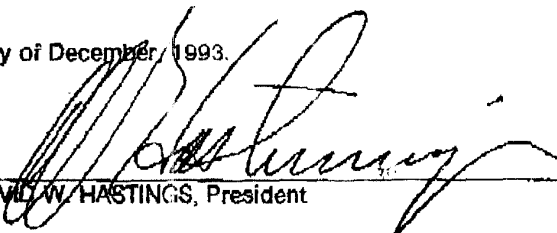
PURSUANT TO ARS §10-069 et. seq., and pursuant to Resolutions of the Board of Directors of the corporation which resolutions were unanimously approved by all the Shareholders of the corporation, the President and Secretary of this corporation, being authorized to so act, do hereby adopt the following Articles of Amendment:

1. The name of this corporation is DIET FITNESS WEIGHT LOSS CENTERS, INC..
2. The Articles of Incorporation, as previously filed with and approved by the Arizona Corporation Commission, are amended as follows:


The name of this corporation shall hereafter be known as: DIET FITNESS CORPORATION.

3. The foregoing amendment was adopted on December 1, 1993 at a Special Meeting of Shareholders.
4. There are presently One Thousand (1,000) shares issued and outstanding and entitled to vote on the amendment(s), all of which shares are of common stock.
5. All of the shares issued and outstanding were present in person or by proxy at said meeting, and were voted in favor of the proposed amendment(s). No votes were cast against the amendment(s).
6. No amendment proposed provides for an exchange, reclassification or cancellation of issued shares, nor does any proposed amendment effect a change in the amount of stated capital of the corporation.

DATED this 1st day of December, 1993.



DAVID W. HASTINGS, President



NORMA HASTINGS, Secretary

