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Form PTO-1594



SHEET

U.S. Department of Commerce
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

<p>1. Name of conveying party(ies): CIT Lending Services Corporation, formerly known as AT&T Commercial Finance Corporation</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State (Delaware) <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Sport & Health Company, Inc.</u> Internal Address: Street Address: <u>1800 Old Meadow Road</u> <u>Unit H</u> City: <u>McLean</u> State: <u>Virginia</u> Zip: <u>22102</u> Country: <u>USA</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: <u>Virginia</u> <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the U.S., a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No Additional name(s) & address(es) of receiving party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: _____</p>	
<p>4. Application Number(s) or Registration Number(s): A. Trademark Application No.(s): _____ B. Trademark Registration No.(s): <u>1603238</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party whom correspondence concerning document should be mailed: Dickstein Shapiro Morin & Oshinsky LLP Internal Address: <u>Atty. Sport & Health</u> <u>Attn: Matthew Bergman, Esq.</u> Street Address: <u>2101 L Street, N.W.</u> City: <u>Washington</u> State: <u>DC</u> Zip: <u>20037</u></p>	<p>6. Total Number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 C.F.R. 3.41) \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to Deposit Account No. <input checked="" type="checkbox"/> Credit any overpayment; Debit any underpayment.</p> <p>8. Deposit Account Number: <u>04-1073</u></p>
<p>06/07/2000 JSHABAZZ 00000093 1603238 DO NOT USE THIS SPACE</p>	
<p>9. Statement and signature: <i>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.</i></p> <p>Matthew S. Bergman, Esquire <u>Matthew S Bergman</u> <u>5/16/00</u> Name of Person Signing Signature Date</p> <p>Reg. No. _____</p>	
<p>Total number of pages including cover sheet, attachments, and document: <u>4</u></p>	

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TRADEMARK
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State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AT&T COMMERCIAL FINANCE CORPORATION", CHANGING ITS NAME FROM "AT&T COMMERCIAL FINANCE CORPORATION" TO "NEWCOURT COMMERCIAL FINANCE CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF DECEMBER, A.D. 1998, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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981466945

AUTHENTICATION: 9446651

DATE: 12-08-98



**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AT&T COMMERCIAL FINANCE CORPORATION**

**Adopted in accordance with the provisions of Section
242 of the General Corporation Law of the State of Delaware**

The undersigned, being the Executive Vice President and Chief Financial Officer of AT&T Commercial Finance Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") DOES HEREBY CERTIFY AS TRUE THE FOLLOWING :

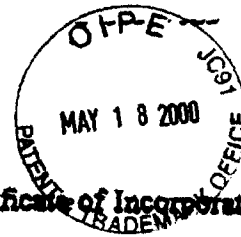
FIRST. That the Board of Directors of the Corporation consented to the adoption of the following resolution setting forth a proposed amendment to Article I of the Certificate of Incorporation of the Corporation:

RESOLVED: that the Board of Directors hereby declares it advisable and in the best interest of the Corporation that Article I of the Certificate of Incorporation be amended to read in its entirety as follows:

"Article I. The name of the corporation is Newcourt Commercial Finance Corporation."

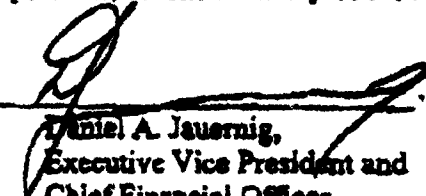
SECOND. That the aforesaid amendment has been duly consented to and authorized by the sole holder of all the issued and outstanding stock of the Corporation entitled to vote by written consent given in accordance with the applicable provisions of Section 228 of the General Corporation Law of the State of Delaware and Article IX of the Certification of Incorporation of the Corporation.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware




FOURTH: That the Certificate of Amendment to the Certificate of Incorporation shall be effective on December 31, 1998.

IN WITNESS WHEREOF, this Certificate of Amendment has been made under seal of the Corporation and has been signed by the undersigned, Daniel A. Jauernig, Executive Vice President and Chief Financial Officer of the Corporation and attested by John P. Stevenson, Assistant Secretary of the Corporation, on this 30th day of November, 1998.

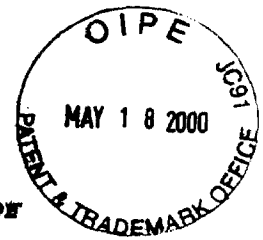
By: 
Daniel A. Jauernig,
Executive Vice President and
Chief Financial Officer

Attested by:


John P. Stevenson,
Assistant Secretary

State of Delaware
Office of the Secretary of State

PAGE 1



I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NEWCOURT COMMERCIAL FINANCE CORPORATION", CHANGING ITS NAME FROM "NEWCOURT COMMERCIAL FINANCE CORPORATION" TO "CIT LENDING SERVICES CORPORATION", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF APRIL, A.D. 2000, AT 12:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-FOURTH DAY OF APRIL, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

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AUTHENTICATION: 0387197

DATE: 04-18-00

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
NEWCOURT COMMERCIAL FINANCE CORPORATION**



**Adopted in accordance with the provisions of Section
242 of the General Corporation Law of the State of Delaware**

The undersigned, being the Senior Vice President, General Counsel and Secretary of Newcourt Commercial Finance Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") DOES HEREBY CERTIFY AS TRUE THE FOLLOWING :

FIRST. That the Board of Directors of the Corporation consented to the adoption of the following resolution setting forth a proposed amendment to Article I of the Certificate of Incorporation of the Corporation:

RESOLVED: that the Board of Directors hereby declares it advisable and in the best interest of the Corporation that Article I of the Certificate of Incorporation be amended to read in its entirety as follows:

"Article I. The name of the corporation is CIT Lending Services Corporation."

SECOND. That the aforesaid amendment has been duly consented to and authorized by the sole holder of all the issued and outstanding stock of the Corporation entitled to vote by written consent given in accordance with the applicable provisions of Section 228 of the General Corporation Law of the State of Delaware and Article IX of the Certification of Incorporation of the Corporation.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware

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CORPORATE SECRETARY DEPT



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FOURTH: That the Certificate of Amendment to the Certificate of Incorporation shall be effective at 12:01 a.m. on April 24, 2000.

IN WITNESS WHEREOF, this Certificate of Amendment has been made under seal of the Corporation and has been signed by the undersigned, Robert McCarthy, Senior Vice President, General Counsel and Secretary of the Corporation and attested by James Shanahan, Vice President and Assistant Secretary of the Corporation, on this 20th day of March, 2000.

By: R. J. McCarthy
Robert McCarthy,
Senior Vice President, General Counsel
and Secretary

Attested by:

James P. Shanahan
James Shanahan,
Vice President and Assistant
Secretary

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS (this "Assignment") is made as of May 15, 2000 by CIT Lending Services Corporation, a Delaware corporation formerly known as AT&T Commercial Finance Corporation (the "Assignor"), to and for the benefit of Sport and Health, Inc., a Virginia corporation, sometimes identified as Sport & Health Company, Inc. (the "Assignee").

Recitals

WHEREAS, Assignor and Assignee are parties to that certain Trademark Security Agreement dated as of November 24, 1997, made by Assignee (and others) in favor of Assignor (the "Security Agreement"); and

WHEREAS, Assignee (and others) executed that certain Assignment of Trademarks dated as of November 24, 1997, made by Assignee (and others) in favor of Assignor (the "Original Assignment"); and

WHEREAS, the Original Assignment was filed among the records of the United States Department of Commerce Patent and Trademark Office (the "PTO") on January 13, 1998 in Trademark Reel 1679, Frame 0133; and

WHEREAS, the Security Agreement should have been filed with the PTO on January 13, 1998 in lieu of the Original Assignment, and the parties desire to correct the foregoing by (a) executing this Assignment, pursuant to which Assignor will assign back to Assignee all of Assignor's right, title and interest in and to the hereinafter defined Trademarks (other than Assignor's security interest in and to the Trademarks, as provided in the Security Agreement) (b) filing this Assignment with the PTO, and (c) filing the Security Agreement with the PTO, as hereinafter provided.

NOW THEREFORE, Assignor hereby agrees as follows:

1. Assignment of Trademarks. Assignor hereby grants, assigns and conveys to Assignee its entire right, title and interest in and to the trademarks, tradenames, trademark registrations and trademark applications listed on Schedule 1 hereto and made a part hereof, and all renewals thereof, all income, royalties, damages, payments and other proceeds now and hereafter due or payable with respect thereto, including without limitation, payments under all licenses entered into in connection therewith and damages and payments for past or future infringements thereof, the right to sue for past, present and future infringements thereof, and all rights corresponding thereto throughout the world (all of the foregoing are sometimes hereinafter referred to, either individually or collectively, as the "Trademarks"); it being expressly understood and agreed that (a) the foregoing assignment of the Trademarks shall not include any of Assignor's right, title or interest in and to Assignor's security interest in the Trademarks, which security interest was

granted pursuant to the Security Agreement, and (b) notwithstanding the Original Assignment, Assignor has had and will continue to have a valid and enforceable security interest in and to the Trademarks pursuant to the Security Agreement. The Trademarks and such goodwill are collectively referred to herein as the "Collateral".

2. Modification. This Assignment cannot be altered, amended or modified in any way, except by a writing signed by the parties hereto.

3. Binding Effect; Governing Law. This Assignment shall be binding upon Assignor and its successors and shall inure to the benefit of the Assignee and its successors and assigns. This Assignment shall, except to the extent that federal law or laws of another state apply to the Collateral or any part thereof, be governed by and construed in accordance with the internal (as opposed to the conflict of laws provisions) laws and decisions of the State of New Jersey.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed and delivered as of the date first above written.

ASSIGNOR:

CIT Lending Services Corporation, a
Delaware corporation formerly known as
AT&T Commercial Finance Corporation

By: 

Name: _____

John P. Sirico, II

Title: _____

Vice President



SCHEDULE 1

<u>Trademarks</u>	<u>Held By</u>	<u>Trademark Registration Number (or Application Serial Number)</u>	<u>Registration or (Filing Date)</u>
SPORT & HEALTH CLUBS & Design	Sport and Health, Inc.	U.S. Registration No. 1603238	Registered June 19, 1990