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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. 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.

1. Name of conveying party(ies): Lifestyle Family Fitness II, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Lifestyle Family Fitness, LLC Internal Address: The Kress Building, Ste. M-8 Street Address: 475 Central Avenue City: St. Petersburg State: FL Zip: 33701 Individual(s) citizenship Association General Partnership Limited Partnership Florida Corporation-State Other

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: April 30, 2001

Additional name(s) & address(es) attached? Yes No U.S. Patent & TMO/TM Mail Rcpt Dt. #01 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) & address(es) attached? Yes No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/434,151 75/861,818 B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Sara A. Schifino Internal Address: Holland & Knight LLP Street Address: 400 N. Ashley Drive Suite 2300 Tampa State: FL Zip: 33602

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41): \$ 65.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 50-1667 65E (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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. Sara A. Schifino Signature Date: May 2, 2001 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002295 FRAME: 0942

ASSIGNMENT

THIS IS AN ASSIGNMENT, effective June 7, 2000, from Lifestyle Family Fitness II, Inc., a corporation of the State of Florida, whose address is 3018 North US HWY 301, Suite 950, Tampa, Florida 33619 to Lifestyle Family Fitness, LLC, a limited liability company of the State of Florida, whose address is The Kress Building, Suite M-8, 475 Central Avenue, St. Petersburg, Florida 33701.

WHEREAS, Lifestyle Family Fitness II, Inc. has adopted and used in its business, or used through a related company, the service marks (hereinafter "Marks") listed in Exhibit A which is incorporated herein by reference; and

WHEREAS, Lifestyle Family Fitness, LLC, is desirous of acquiring the entire right, title and interest in and to said Marks;

NOW, THEREFORE, in consideration of and in exchange for good and valuable considerations, the receipt and sufficiency of which is hereby acknowledged, said Lifestyle Family Fitness II, Inc., does hereby sell, assign, transfer and set over unto said Lifestyle Family Fitness, LLC. the entire right, title and interest in, to and under said Marks, together with the goodwill of the business in connection with which said Marks is used.

Lifestyle Family Fitness II, Inc.,
a Florida corporation

By: 

Geoffrey A. Dyer, President and Chief
Executive Officer

Date: _____

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared

Geoffrey Dyer, who presented identification or ^{known} is personally to me, deposes and says

that he is the President of Assignor, and that as such, he is authorized to execute

and did execute the foregoing Assignment for the uses and purposes set forth

therein on this the 30th day of April, 2001.

Wendy M. Mortus
Notary Public, State of Florida at Large

My Commission expires: _____



OFFICIAL SEAL
Wendy M. Mortus
CC# 748475
My Comm. Expires June 4, 2002

TPA1 #1129098 v1

EXHIBIT A

Federal Trademark Applications:

U.S. Application No. 75/434,151	Lifestyle Family Fitness and design
U.S. Application No. 75/861,818	Lifestyle

State Trademark Registration:

Florida Registration 928577	Lifestyle
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Common Law Trademark Rights:

Lifestyle
L and design
Lifestyle Fitness & Sports Center
Lifestyle Fitness Center
Lifestyle Fitness Centers
Commit to a Lifestyle Not a Contract (now U.S. Application No. 76/217,446)
XPRESS Workout
XPRESS Workout and design

TPA1 #1115441 v1