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Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 8-31-01
 24 Hour Fitness Acquisition Corp.

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: Apex Fitness, Inc.
 Internal Address: _____
 Address: _____
 Street Address: 5020 Franklin Drive
 City: Pleasanton State: CA Zip: 94588

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 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) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 1, 2000

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

A. Trademark Application No.(s)
76/091509 76/091508
76/091504 76/091507
76/066969

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: Jennifer S. Fryhling, Esq.
 Internal Address: _____
c/o Manatt, Phelps & Phillips, LLP

 Street Address: 1001 Page Mill Road
Building 2
 City: Palo Alto State: CA Zip: 94304

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00


Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-1847

(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.

Jennifer S. Fryhling, Esq.  August 31, 2001
 Name of Person Signing Signature Date

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: 002362 FRAME: 0956

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

OF

OCT - 6 2000

24 HOUR FITNESS ACQUISITION CORP.

BILL JONES, Secretary of State

Neal Spruce and Anthony J. Bakos II, certify as follows:

1. They are the duly elected and acting President and Secretary of 24 Hour Fitness Acquisition Corp., a California corporation.

2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

I.

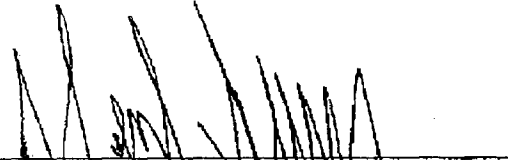
The name of this corporation is APEX FITNESS, INC.


3. The foregoing amendment of the Articles of Incorporation of this corporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles of Incorporation of this corporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of issued and outstanding shares of this corporation is ten thousand (10,000). The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty-percent (50%), and the vote of approval was unanimous.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: October 1, 2000


Neal Spruce, President


Anthony J. Bakos II, Secretary



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