

02-19-2002



Patents and Trademarks
document or copy thereof.

101985068

1. Name of Party(ies) conveying

24 Hour Fitness, Inc.

2. Name and Address of Party(ies) receiving an interest:

Name: 24 Hour Fitness USA, Inc.

Internal Address:

Street Address: 5020 Franklin Drive

City: Pleasanton

State: CA

Zip: 94588

2-1-02

Entity:

- Individual(s)
- General Partnership
- Corporation-State California
- Other _____
- Association
- Limited Partnership

Entity:

- Individual
- General Partnership
- Corporation-State California
- Other _____
- Association
- Limited Partnership

Citizenship _____

If not domiciled in the United States, a domestic

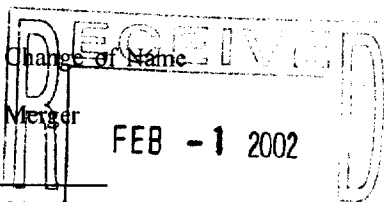
representative designation is attached:

- Yes
- No

(the attached document must not be an assignment)

3. Interest Conveyed:

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



Execution Date February 17, 2001

4. Application number(s) or patent number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)

75/684,567 76/236,364
 75/839,113 76/245,751
 76/047,477 76/245,850
 76/047,478 78/005,155
 76/200,767 78/053,190
 76/200,768

B. Trademark Registration No.(s)

1,642,343	2,375,100	2,452,556	2,511,877
1,659,143	2,395,153	2,453,165	
1,720,848	2,395,501	2,474,429	
1,732,722	2,401,933	2,477,323	
2,130,895	2,438,137	2,486,093	
2,350,909	2,445,891	2,499,844	

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

Name: Donald L. Beeson

Internal Address: _____

Street Address: One Kaiser Plaza, Suite 2360

City: Oakland

State: CA

Zip: 94612

6. Number of applications and registrations involved:
30

7. Amount of fee enclosed or authorized to be charged:
\$765

8. Deposit account number: No. 19/2383
USE FOR CREDIT OR INSUFFICIENT FEE ONLY

02/19/2002 TBI/AZ1 00000006 73684367

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
725.00 OP

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.

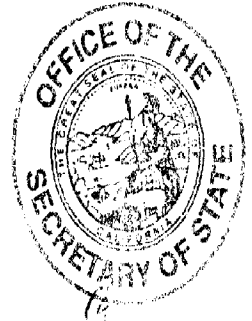
Donald L. Beeson

Name of Person Signing

Signature

1/8/02
Date

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of ____ page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 21 2001



Bill Jones

Secretary of State

114 3727

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF
24 HOUR FITNESS, INC.**

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

MAR 13 2001

Bill Jones
BILL JONES, Secretary of State

Anthony J. Bakos II certifies as follows:

1. He is a duly elected and acting Senior Vice President and is the duly elected and acting Secretary of 24 Hour Fitness, Inc., a California corporation.
2. Article One of the Articles of Incorporation of this corporation is amended to read as follows:

ONE: The name of the corporation is 24 Hour Fitness USA, 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 3,050,125. 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.

I 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 February 17, 2001

Anthony J. Bakos II

Anthony J. Bakos II, Senior Vice President
and Secretary

