

05-07-2002

Patent  
Office  
ARK



102080391

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non Recordation)  
Document ID#
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year

H 22 02

Conveying Party

Mark if additional names of conveying parties attached

Name **Crunch Fitness International, Inc.**

Execution Date  
Month Day Year  
**10/12/01**

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization **Delaware**

Receiving Party

Mark if additional names of receiving parties attached

Name **Iron Acquisition Corp.**

DBA/AKA/TA

Composed of

Address (line 1) **1209 Orange Street**

Address (line 2)

Address (line 3) **Wilmington**  
City

**Delaware**  
State/County

**19801**  
Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization **Delaware**

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

35/06/2002 DIA: 0000094 1968962

31 FC:481

40.00 3F

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,968,967"/>	<input type="text"/>	<input type="text"/>
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**Number of Properties**

Enter the total number of properties involved.

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

Method of Payment: Enclosed  Deposit Account

**Deposit Account**

(enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

Authorization to charge additional fees:

Yes  No

**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. Charges to deposition account are authorized, as indicated herein.*

Scott J. Slavick

4/12/02

Name of Person Signing

Signature

Date Signed

UNANIMOUS WRITTEN CONSENT  
IN LIEU OF A SPECIAL MEETING  
OF  
THE BOARD OF DIRECTORS  
OF  
IRON ACQUISITION CORP.

The undersigned, constituting all of the members of the Board of Directors of Iron Acquisition Corp., a Delaware corporation (the "Corporation"), hereby adopt by this Unanimous Written Consent in Lieu of A Special Meeting October 12, 2001, in accordance with Section 108(c) and Section 141(f) of the Delaware General Corporation Law, the following resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Board of Directors of the Corporation:

WHEREAS, the Board of Directors of Iron Acquisition Corp., a Delaware corporation (the "Company"), has reviewed the draft Agreement and Plan of Merger, including the schedules and exhibits thereto, substantially in the form of the draft thereof attached hereto as Exhibit A (the "Merger Agreement"), among Bally Total Fitness Holding Corporation, a Delaware corporation ("Bally"), the Company, a wholly owned subsidiary of Bally, Crunch Fitness International, Inc., a Delaware corporation ("Crunch"), and the stockholders of Crunch party thereto;

WHEREAS, after due consideration, the Board of Directors of the Company deems it to be advisable and in the best interests of the Company and its stockholders that the Company enter into the Merger Agreement; and

WHEREAS, pursuant to the Merger Agreement, Crunch will be merged with and into the Company with the Company continuing as the surviving corporation (the "Merger").

The Merger

NOW THEREFORE BE IT:

RESOLVED, that after consideration of the terms and conditions of the Merger Agreement the Board of Directors of the Company hereby determines that the terms of the Merger, as described in the Merger Agreement, are advisable and fair to, and in the best interests of, the Company and its stockholders; and further

RESOLVED, that the Merger and the form, terms and provisions of the Merger Agreement, including the schedules and exhibits thereto, be, and each hereby is,

authorized and approved, and that each of the proper officers of the Company be, and each of them hereby is, authorized, in the name and on behalf of the Company, to finalize, execute and deliver the Merger Agreement, with such changes, amendments or other modifications thereto as such officers may approve, the authority for such changes to be conclusively evidenced by such execution; and further

RESOLVED, that the Board of Directors hereby directs that the Merger Agreement and the transactions contemplated thereby, including the Merger, be submitted to the stockholders of the Company entitled to vote thereon for their consideration and approval pursuant to the applicable provisions of the Delaware General Corporation Law (the "DGCL") and the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act"), as applicable, and that the Chairman and Chief Executive Officer of the Company be, and hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to set a date for a meeting of the Company's stockholders at such time as he deems appropriate, but in any case, as promptly as practicable following the execution and delivery of the Merger Agreement; and further

RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to take such additional lawful actions as they may deem necessary or advisable to consummate the transactions contemplated by the Merger Agreement, including the Merger; and further

#### General

RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized, in the name and on behalf of the Company, to engage an Escrow Agent, an Independent Public Accountant, a printer, special counsel, public relations manager and any other persons necessary to provide appropriate advisory and other services in connection with the Merger and the transactions contemplated by these resolutions, upon such terms and conditions as such officers shall approve; and further

RESOLVED, that the authority granted to the proper officers of the Corporation pursuant to the foregoing resolutions shall be deemed to include, in the case of each such resolution, the authority to perform such further acts and deeds as may be necessary, convenient or appropriate, in the judgment of such officers, to carry out the transactions contemplated thereby and the purposes and intents of the foregoing resolutions, and all acts and deeds previously performed by the officers or counsel for the Corporation prior to the date of these resolutions that are within the authority conferred hereby are confirmed, approved and ratified in all respects as the authorized acts and deeds of the Corporation; and further

RESOLVED, that all actions previously taken by any officer, director, representative or agent of the Corporation in the name or on behalf of the Corporation in connection with the matters contemplated by the foregoing resolutions, to the extent they are consistent with the authority conferred by such resolutions, be, and each of them

hereby is, adopted, ratified, confirmed and approved in all respects as the act and deed of the Corporation.

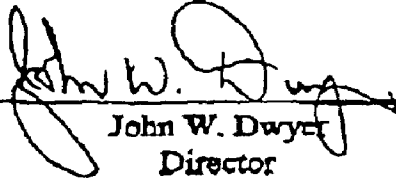
This Unanimous Written Consent may be executed in one or more counterparts, each of which shall be considered an original instrument, but all of which shall be considered one and the same Unanimous Written Consent.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous  
Written Consent as of the date set forth above.



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Lee S. Hillman  
Director



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John W. Dwyer  
Director



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Cary A. Gaan  
Director

# Delaware

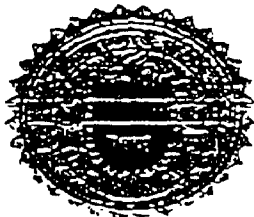
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"CRUNCH FITNESS INTERNATIONAL, INC.", A DELAWARE CORPORATION,

WITH AND INTO "IRON ACQUISITION CORP." UNDER THE NAME OF "IRON ACQUISITION CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State of Delaware

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DATE: 01-04-02

**IRON ACQUISITION CORP.,  
a Delaware Corporation**

**Written Consent of Sole Stockholder  
to Action Without a Meeting**

The undersigned, being the sole stockholder of Iron Acquisition Corp., a Delaware corporation (the "Company"), hereby gives its written consent, pursuant to Section 228 of the Delaware General Corporation Act, to the adoption of the following resolutions without a meeting of stockholders:

RESOLVED, that it is advisable and fair to the stockholders of the Company that Crunch Fitness International, Inc., a Delaware corporation ("Crunch") be merged with and into the Company, upon the terms and conditions set forth in the Agreement and Plan of Merger among Bally Total Fitness Holding Corporation, the Company, Crunch and the stockholders of Crunch party thereto, as amended from time to time (the "Agreement") annexed hereto as Exhibit A.

FURTHER RESOLVED, that the Agreement be, and it hereby is, approved and adopted by the stockholders of the Company;

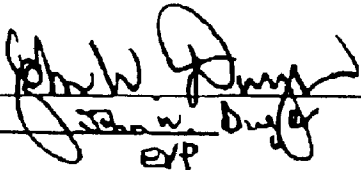
FURTHER RESOLVED, that all actions heretofore taken by any director or officer of the Company in connection with any matter referred to in the foregoing resolutions are hereby approved, ratified and confirmed in all respects; and

FURTHER RESOLVED, that the directors and officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to take or cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further instruments, certificates, undertakings and documents, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable in order to carry into effect the purpose and intent of any and all of the foregoing resolutions.



IN WITNESS WHEREOF, the undersigned has duly executed this Written  
Consent as of December 31, 2001.

**BALLY TOTAL FITNESS HOLDING  
CORPORATION**

By:   
John W. Dwyer  
VP

CWTNYL1811590363.3

RECORDED: 04/22/2002

TRADEMARK  
REEL: 002500 FRAME: 0505