

05-07-2002



102080543

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

4.22.02

Conveying Party

Mark if additional names of conveying parties attached

Name **Iron Acquisition Corp.**

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 **Crunch Fitness International, Inc.**

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.)

05/06/2002

DIATE 00000095 1468967

FOR OFFICE USE ONLY

01 FL:481

40.00 JF

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

TRADEMARK
REEL: 002500 FRAME: 0534

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

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, 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:

RESOLVED, that it is advisable for the welfare and advantage of the Corporation and fair to the stockholders of the Corporation that the name of the corporation be changed to "Crunch Fitness International, Inc."; and

FURTHER RESOLVED, that the form of Certificate of Amendment to the Company's Certificate of Incorporation, in the form of Exhibit A hereto (the "Certificate of Amendment"), be and is hereby approved; and

FURTHER RESOLVED, that the Corporation submit the Certificate of Amendment to the sole stockholder of the Corporation for its authorization and approval in accordance with the Delaware General Corporation Law, and that this Board hereby recommends to such sole stockholder that the Certificate of Amendment be approved; and

FURTHER RESOLVED, that the officers of the Corporation be, and hereby are, duly authorized to file the Certificate of Amendment with the Secretary of State of Delaware in accordance with Section 242 of the DGCL; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take such additional lawful actions as they may deem necessary or advisable to implement the forgoing resolutions; 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 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.

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.



Lee S. Hillman
Director



John W. Dwyer
Director



Cary A. Gaan
Director

**ATTACHMENT A TO UNANIMOUS
WRITTEN CONSENT DATED
October 12, 2001**