



102100242

Tab settings

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

2002 MAY 13 PM 12: 28  
FINANCE SECTION  
5-13-02

1. Name of conveying party(ies):  
24 Hour Fitness Acquisition Corp.

- Individual(s)
- General Partnership
- Corporation-State California
- Other \_\_\_\_\_

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Association
- Limited Partnership
- Change of Name

Execution Date: October 1, 2000

2. Name and address of receiving party(ies):

Name: Apex Fitness, Inc.

Internal 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 designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

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

A. Trademark Application No.(s)

74/572010 75/849816 75/849815

Additional numbers

B. Trademark Registration No.(s)

Yes  No

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

Name: Charlotte C. Carberry

Internal Address: \_\_\_\_\_

Street Address: Manatt, Phelps & Phillips, LLP

1001 Page Mill Road, Building 2

City: Palo Alto State: CA ZIP: 94304

6. Total number of applications and registrations involved:.....

**three**

7. Total fee (37 CFR 3.41):.....\$ \$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1847

05/21/2002 TBI/AZI 00000070 501847 74572010

DO NOT USE THIS SPACE

01 FC:481 40.00 CH  
02 FC:482 50.00 CH

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.

Name of Person Signing

Signature

4-24, 2002

Date

TRADE MARK

Total number of pages including cover sheet, attachments, and

REEL: 002511 FRAME: 0471

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.

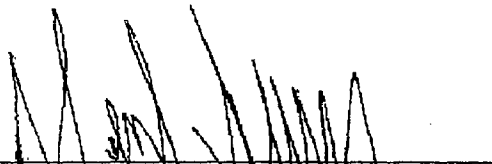
The name of this corporation is APEX FITNESS, INC.


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



April 26, 2002

Client-Matter: 23632.030.24

U.S. Patent and Trademark Office  
Recordation Division  
Box: Assignments  
Washington, D.C. 20231

**Re: Recordation of Trademark Owner Name Change  
from 24 Hour Fitness Acquisition Corp. to  
Apex Fitness, Inc.  
Serial Numbers: 74/572010, 75/849816, 75/849815**

Dear Sir or Madam:

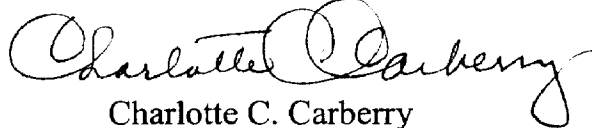
Enclosed for recording against the subject applications, please find the following documents:

1. Recordation Cover Sheet
2. Certificate of Amendment of Articles of Incorporation of 24 Hour Fitness Acquisition Corp.

Please charge our Deposit Account No. 50-1847 for the \$90.00 recordation fee and process the owner name change documentation as soon as possible. A duplicate copy of this letter is enclosed.

Thank you for your assistance with this matter.

Very truly yours,

  
Charlotte C. Carberry

Enclosures

cc: Susan E. Hollander, Esq.  
Jennifer S. Fryhling, Esq.

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