

8/29/03

09-04-2003

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

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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Original documents or copy thereof.

To the Honorable Commissioner of Patent:

1. Name of conveying party(ies):

ME Licensing Corporation

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Florida
- Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 12/28/01

2. Name and address of receiving party(ies)

Name: Global Information Licensing
Internal Corporation

Address: _____

Street Address: 650 Naamans Road

City: Claymont State: Delaware Zip: 19703

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Florida
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,810,701

Additional number(s) attached Yes No

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

Name: Paula Upson

Internal Address: _____

The Thomson Corporation

Street Address: 1 Station Place

City: Stamford State: CT Zip: 06902

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0866

(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.

Paula K. Upson
Name of Person Signing

Signature

8/21/03
Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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REEL: 002814 FRAME: 0647

ARTICLES OF AMENDMENT

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OF

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BOCA POINTE FITNESS CENTER, INC.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

(BY APPROVAL OF BOARD OF DIRECTORS AND SHAREHOLDER)

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: The name of the Corporation is Boca Pointe Fitness Center, Inc.

SECOND: The Articles of Incorporation of this Corporation are amended by changing the article numbered "I" so that, as amended, said article shall read as follows:

The name of this corporation is ME Licensing Corporation.

THIRD: The amendment to the Articles of Incorporation of the Corporation set forth above was adopted on the 28th day of July, 1994.

FOURTH: The amendment was approved by the Board of Directors and the sole Shareholder of the Corporation.

SIGNED THIS 28TH DAY OF JULY, 1994.

BOCA POINTE FITNESS CENTER, INC.

By


Henry G. Ciocca, President

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ME LICENSING CORPORATION

H23177

Document Number of Corporation (if known)

FILED
2001 DEC 31 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

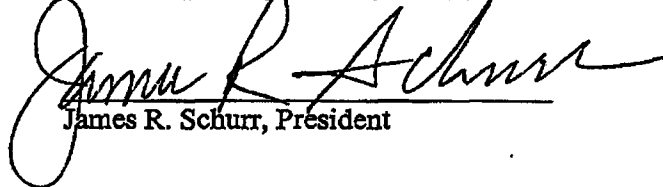
- FIRST: The name of the Corporation is ME Licensing Corporation.
- SECOND: The Articles of Incorporation of the Corporation are amended by changing the Article 1 so that, as amended, said Article shall read as follows:

The name of this corporation is Global Information Licensing Corporation.
- THIRD: The amendment to the Articles of Incorporation of the Corporation set forth above was adopted on the 27th day of December, 2001.
- FOURTH: The amendment was approved by the Board of Directors and the Sole Shareholder of the Corporation.
- FIFTH: The effective time of the amendment herein certified shall be January 1, 2002.

Signed this 28th day of December, 2001.

EFFECTIVE DATE
01-01-02

ME LICENSING CORPORATION


James R. Schurr, President

EFFECTIVE DATE
9-21-84

ARTICLES OF INCORPORATION
OF
BOCA POINTE FITNESS CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article I - Name

The name of this corporation is BOCA POINTE FITNESS CENTER, INC.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 7500 shares of One DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is William W. Atterbury, III.

Article VII - Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

James C. Shapland
90 Eglinton Avenue West
Toronto, Ontario M4R 2E7
Canada

TRADEMARK

C. D. Brooks
7200 West Camino Real Blvd.
Suite 304
Boca Raton, FL 33433

Galen B. Custard
7200 West Camino Real Blvd.
Suite 304
Boca Raton, FL 33433

Article VIII - Incorporator

The name and address of the person signing these Articles is:

William W. Atterbury, III
321 Royal Poinciana Plaza, South
Palm Beach, Florida 33480

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article X - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of September, 1984.

William W. Atterbury, III
Subscriber

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared William W. Atterbury, III, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 24th day of September 1984.

Galen B. Custard
Notary Public, State of Florida

(NOTARY SEAL)

My Commission Expires:

Notary Public, State of Florida
My Commission Expires May 15, 1986
Bonded thru TROY Felt - Insurance, Inc.

Acceptance of Designation

The undersigned, William W. Atterbury, III, hereby
the designation of himself as registered agent for this corpora-
tion and agrees to serve in compliance with all applicable
Florida Statutes.



William W. Atterbury, III

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SEP 28 9 03 AM '84
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of GLOBAL INFORMATION LICENSING CORPORATION, a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is H23177.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-eighth day of February, 2002



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State