

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | CHANGE OF NAME |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------------|----------|----------------|-----------------------|
| Gold's Gym Licensing, Inc. | | 07/21/2004 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|-------------------------------------|
| Name: | Gold's Gym Licensing LLC |
| Street Address: | 2924 Telestar Court |
| City: | Falls Church |
| State/Country: | VIRGINIA |
| Postal Code: | 22042 |
| Entity Type: | Limited Liability Company: DELAWARE |

PROPERTY NUMBERS Total: 27

| Property Type | Number | Word Mark |
|----------------------|---------|---------------------------|
| Registration Number: | 1203098 | GOLD'S GYM |
| Registration Number: | 1210685 | GOLD'S GYM |
| Registration Number: | 1211211 | GOLD'S GYM |
| Registration Number: | 1214046 | GOLD'S GYM |
| Registration Number: | 1312678 | THE MECCA OF BODYBUILDING |
| Registration Number: | 1402824 | GOLD'S |
| Registration Number: | 1404419 | GOLD'S |
| Registration Number: | 1543662 | GOLD'S |
| Registration Number: | 1564470 | GOLD'S GYM |
| Registration Number: | 1835743 | |
| Registration Number: | 1845939 | GOLD'S GYM |
| Registration Number: | 1968266 | GOLD'S GYM |
| Registration Number: | 2002430 | |
| Registration Number: | 2053953 | GOLD'S GYM |
| Registration Number: | 2062562 | |

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|----------------------|----------|--------------------------------|
| Registration Number: | 2068399 | |
| Registration Number: | 2068400 | GOLD'S GYM |
| Registration Number: | 2096382 | |
| Registration Number: | 2167409 | SERIOUS FITNESS |
| Registration Number: | 2167410 | SERIOUS FITNESS FOR EVERY BODY |
| Registration Number: | 2212364 | SERIOUS FITNESS FOR EVERY BODY |
| Registration Number: | 2212372 | SERIOUS FITNESS FOR EVERY BODY |
| Registration Number: | 2218229 | SERIOUS FITNESS |
| Registration Number: | 2272118 | |
| Registration Number: | 2297838 | SERIOUS FITNESS FOR EVERY BODY |
| Registration Number: | 2307166 | GOLD'S GYM |
| Serial Number: | 78268687 | |

CORRESPONDENCE DATA

Fax Number: (312)236-7516
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-368-7084
Email: ch.tm@piperrudnick.com
Correspondent Name: Mark I. Feldman
Address Line 1: P.O. Box 64807
Address Line 4: Chicago, ILLINOIS 60664-0807

| | |
|-------------------------|-----------------|
| ATTORNEY DOCKET NUMBER: | 305048-1 |
| NAME OF SUBMITTER: | Mark S. Parnaby |

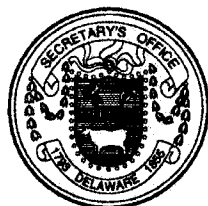
Total Attachments: 2
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "GOLD'S GYM LICENSING, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GOLD'S GYM LICENSING, INC." TO "GOLD'S GYM LICENSING LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JULY, A.D. 2004, AT 6:53 O'CLOCK P.M.



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040759149

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3428543
TRADEMARK

REEL: 002967 FRAME: 0153

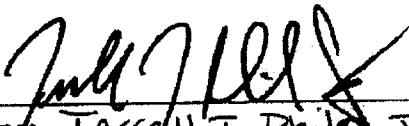
**CERTIFICATE OF CONVERSION
FROM A CORPORATION
TO A LIMITED LIABILITY COMPANY**

This Certificate of Conversion is being duly executed and filed by Gold's Gym Licensing, Inc. for the purpose of effecting a conversion of Gold's Gym Licensing, Inc., a Delaware corporation (the "Corporation"), to Gold's Gym Licensing LLC, a Delaware limited liability company (the "LLC"), in accordance with the provisions of Section 266 of the Delaware General Corporation Law (the "DGCL").

1. The name of the Corporation immediately prior to filing this Certificate of Conversion from a corporation to a limited liability company is Gold's Gym Licensing, Inc.
2. The date on which the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware is August 13, 1999.
3. The name of the LLC to which the Corporation is being converted is Gold's Gym Licensing LLC.
4. The conversion has been approved in accordance with the provisions of Section 266 of the DGCL.
5. The conversion effected by this Certificate of Conversion shall become effective on July 21, 2004.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion from a corporation to a limited liability company on the 21st day of July, 2004.

GOLD'S GYM LICENSING, INC.
a Delaware corporation

By: 
Name: Terrell T. Philbin, Jr.
Title: Chairman of the Board