

06-23-2004



Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102774274

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

1. Name of conveying party(ies): BODY BY MADDI, INC. 6.21.04

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

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

2. Name and address of receiving party(ies)

Name: FUNFIT, INC.
Internal _____
Address: _____

Street Address: 18800 Heritage Hills Drive
City: Brookeville State: MD Zip: 20833-2805

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Maryland
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 7/31/2000

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,167,671;
2,167,672

Additional number(s) attached Yes No

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

Name: E. Scott Johnson, Esq.
Internal Address: Ober, Kaler, Grimes & Shriver

Street Address: 120 E. Baltimore Street

City: Baltimore State: MD Zip: 21202-1643

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 40+25=65

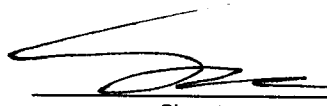
Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

OFFICE OF TRADEMARK RECORDS
2001 JUN 21 PM 3:53
FINANCE SECTION

DO NOT USE THIS SPACE

9. Signature.

E. Scott Johnson  6/15/04
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

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

06/22/2004 MGETACHE 00000047 2167671

01 FC:8521
02 FC:8522

40.00 DP
25.00 DP

TRADEMARK
REEL: 002995 FRAME: 0012

ARTICLES OF AMENDMENT
OF
BODY BY MADDI, INC. CHANGING ITS NAME TO
FUNFIT, INC. AND STATING THE NAME AND
ADDRESS OF THE RESIDENT AGENT

BODY BY MADDI, INC., a Maryland corporation, having its principal office at 18800 Heritage Hills Dr., Brookville, Maryland 20833 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended to change the name of the Corporation from "BODY BY MADDI, INC." to "FUNFIT, INC.", and from and after the date of acceptance of these Articles of Amendment by the Department, the name of the Corporation shall be "FUNFIT, INC.".

SECOND: By written informal action unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

THIRD: The Resident Agent of the Corporation is Celia Kibler who resides at 18800 Heritage Hills Dr., Brookville, MD. 20833. This address is also the Principal office of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its

hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended to change the name of the Corporation from "BODY BY MADDI, INC." to "FUNFIT, INC.", and from and after the date of acceptance of these Articles of Amendment by the Department, the name of the Corporation shall be "FUNFIT, INC."

SECOND: By written informal action unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

THIRD: The Resident Agent of the Corporation is Celia Kibler who resides at 18800 Heritage Hills Dr., Brookville, MD. 20833. This address is also the Principal office of the Corporation.

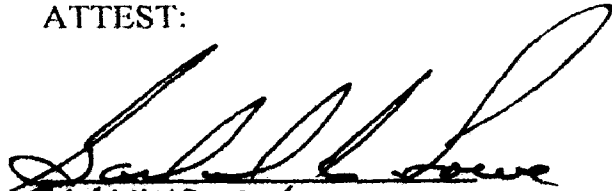
IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its

1


STATE OF MARYLAND	
I hereby certify that this is a true and complete copy of the	
page document on file in this office. DATED:	<u>9/16/00</u> ³
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION	
BY: _____	_____, Custodian
This stamp replaces our previous certification system. Effective: 6/95	

name and on its behalf by its President and its corporate seal to be hereunder affixed and attested to by its Secretary on this 31st day of July, 2000, and its President acknowledges that these Articles of Amendment are the act and deed of BODY BY MADDI, INC., and, under the penalties of perjury, states that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:


GARLAND E. LOWE, Secretary

BODY BY MADDI, INC.

BY: 
Celia Kibler, President

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State of Maryland
**Department of
Assessments and Taxation**



2/7

Parris N. Glendonir
Governor

Ronald W. Winehol
Director

Paul B. Anderson
Administrator

Charter Division

GARLAND E. LOWE
SUITE 600
8905 FAIRVIEW RD
SILVER SPRING

MD 20910-4150

Date: 09-20-2000

This letter is to confirm acceptance of the following filing:

ENTITY NAME: FUNFIT, INC.
DEPARTMENT ID : D02472009
TYPE OF REQUEST : ARTICLES OF AMENDMENT / NAME CHANGE
DATE FILED : 09-11-2000
TIME FILED : 11:26-AM
RECORDING FEE : \$20.00
COPY FEE : \$10.00
FILING NUMBER : 1000225111000000
CUSTOMER ID : 0000473553
WORK ORDER NUMBER : 0000358762

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.

301 West Preston Street, Baltimore, Maryland 21201
Telephone (410) 767-1350
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

0000907698

chtacc

TRADEMARK
REEL: 002995 FRAME: 0016

ENTITY TYPE: ORDINARY BUSINESS - STOCK
 STOCK: Y
 CLOSE: Y
 EFFECTIVE DATE: 09-11-2000
 PRINCIPAL OFFICE: 18800 HERITAGE HILLS DR
 BROOKVILLE MD 20833-0000
 RESIDENT AGENT: CELIA KIBLER
 18800 HERITAGE HILLS DR
 BROOKVILLE MD 20833-0000

COMMENTS:
 THIS AMENDMENT RECORD INDICATES THE NAME CHANGE
 FROM: BODY BY MADDI, INC.
 TO: FUNFIT, INC.