

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/20/2004		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lifestyle Family Fitness, LLC		07/20/2004	Limited Liability Corporation: FLORIDA
RECEIVING PARTY DATA			
Name:	Lifestyle Family Fitness, Inc.		
Street Address:	1000 112th Circle North, Suite 100		
City:	St. Petersburg		
State/Country:	FLORIDA		
Postal Code:	33716		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	75861818	LIFESTYLE	
CORRESPONDENCE DATA			
Fax Number:	(813)314-5160		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	813-227-8500		
Email:	karen.lee@hklaw.com		
Correspondent Name:	James B. Lake, Esq.		
Address Line 1:	P.O. Box 1288		
Address Line 4:	Tampa, FLORIDA 33601		
NAME OF SUBMITTER:	Karen Lee		
Signature:	/karen lee/		
Date:	02/08/2005		

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Total Attachments: 8

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WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
LIFESTYLE FAMILY FITNESS, INC.

The undersigned, being all the members of the Board of Directors of Lifestyle Family Fitness, Inc., Delaware corporation (the "Corporation"), by this consent in writing in accordance with Section 141(f) and 229 of the Delaware General Corporation Law, do hereby waive all notice of the time, place and purposes of a meeting of the Corporation's Board of Directors and hereby consent to the adoption of the following preambles and 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:

AGREEMENT AND PLAN OF MERGER

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation and its stockholders that the Corporation enter into that certain Agreement and Plan of Merger (the "Merger Agreement") by and among the Corporation, LFF, LLC ("Parent") and Lifestyle Family Fitness, LLC ("Old Lifestyle") providing for merger of Old Lifestyle with and into the Corporation, with the Corporation as the surviving entity (the "Merger") resulting in the transfer of Old Lifestyle's business of owning and operating family fitness centers ("Business") to the Corporation in exchange for the issuance to Parent of 7,801,646 shares of common stock of the Corporation and 7,213,240 shares of Series A Preferred Stock of the Corporation (collectively referred to as the "Merger Consideration").

BE IT RESOLVED that the Merger and the other transactions contemplated by the Merger Agreement are hereby authorized and approved in all respects;

FURTHER RESOLVED, that any officers of the Corporation be and each of them hereby is, authorized and directed to execute and deliver, for and on behalf of the Corporation, the Merger Agreement, substantially in the form presented to the Board, with such changes, modifications, deletions, and/or amendments thereto as any of the officer or officers executing the same shall deem necessary or advisable, with the approval of such agreement by the Board to be conclusively evidenced by the execution and delivery thereof, and to perform the obligations of the Corporation under such agreements to the extent it is bound thereby;

FURTHER RESOLVED, that the form of and each of the terms and provisions contained in the Merger Agreement is hereby authorized and

approved in every respect, and the transactions contemplated therein shall be consummated substantially in accordance with the terms contained therein with any modifications, supplements or amendments thereto as any of the officers may deem necessary, desirable or appropriate;

FURTHER RESOLVED, that in connection with the Merger Consideration required to be paid pursuant to the terms and conditions of the Merger Agreement, the Corporation shall issue to the Parent the number of shares of Common Stock and the number of shares of Series A Preferred Stock provided for in the Merger Agreement, which shares will be fully paid and non-assessable;

FURTHER RESOLVED, that, upon execution of the Merger Agreement and in connection with the consideration set forth therein, any officer of the Corporation be and each of them is, authorized and directed to issue share certificates representing the shares of Common Stock and shares of Series A Preferred Stock to the Parent; and

FURTHER RESOLVED, that any of the officers of the Corporation be; and each of them hereby is, authorized and directed to take all additional action, including the filing of a notice pursuant to the securities laws of the State of Delaware or other "blue sky" filings as may be required by the laws of other states and the filing of a Form D under the Securities Act of 1933, as they shall deem to be necessary or desirable to carry out the transactions contemplated by the foregoing resolutions.

SALE OF SERIES B PREFERRED STOCK

WHEREAS, the Corporation has proposed entering into that certain Investment Agreement, contemplated to be dated as of July 20, 2004 (the "Investment Agreement"), by and among the Corporation, the Investors (as defined in the Investment Agreement), Lifestyle Family Fitness, LLC, Geoffrey A. Dyer and Todd Bright, that certain Investor Rights Agreement, contemplated to be dated as of July 20, 2004 (the "Investor Rights Agreement"), by and among the Corporation and the Investors (as defined in the Investor Rights Agreement) and that certain Stockholders Agreement, contemplated to be dated as of July 20, 2004 (the "Stockholders Agreement"), by and among the Corporation and its stockholders;

WHEREAS, the Board of Directors has determined that it would be advisable and in the best interests of the Corporation for the Corporation, pursuant to the proposed Investment Agreement, (1) to issue 2,371,949 shares of Series B Preferred Stock to the Investors (as defined in the Investment Agreement) for

a purchase price of \$1.6863768 per share for an aggregate purchase price of \$4,000,000 and (2) provide Investors an option to purchase up to 2,371,949 additional shares of Series B Preferred Stock ("Option") during the Option Term (as defined in Investment Agreement) at a price of \$1.6863768 per share.

BE IT RESOLVED that the transactions contemplated by the Investment Agreement including the (i) issuance, sale and delivery of 2,371,949 of Series B Preferred Stock to the Investors at a purchase price of \$1.6863768 per share; (ii) the provision of the Option to the Investors and (iii) the entering into by the Corporation of the Investor Rights Agreement and the Stockholder Agreement are hereby authorized and approved in all respects;

FURTHER RESOLVED, that any officers of the Corporation be and each of them hereby is, authorized and directed to execute and deliver, for and on behalf of the Corporation, the Investment Agreement, the Investor Rights Agreement and the Stockholder Agreement, each in substantially the form presented to the Board, with such changes, modifications, deletions, and/or amendments thereto as any of the officer or officers executing the same shall deem necessary or advisable, with the approval of such agreements by the Board to be conclusively evidenced by the execution and delivery thereof, and to perform the obligations of the Corporation under such agreements to the extent it is bound thereby;

FURTHER RESOLVED, that the form of and each of the terms and provisions contained in the Investment Agreement, the Investor Agreement and the Stockholder Agreement is hereby authorized and approved in every respect, and each of the transactions contemplated therein shall be consummated substantially in accordance with the terms contained therein with any modifications, supplements or amendments thereto as any of the officers may deem necessary, desirable or appropriate;

FURTHER RESOLVED, that in connection with the consideration required to be paid pursuant to the terms and conditions of the Investment Agreement, the Corporation shall issue to the Investors the number of Series B Preferred Stock provided for in the Investment Agreement, which shares will be fully paid and non-assessable;

FURTHER RESOLVED, that, upon execution of the Investment Agreement and in connection with the purchase price set forth therein, any officer of the Corporation be and each of them is, authorized and directed to issue share certificates representing the Series B Preferred Stock to the Investors; and

FURTHER RESOLVED, that any of the officers of the Corporation be; and each of them hereby is, authorized and directed to take all additional action, including the filing of a notice pursuant to the securities laws of the State of Delaware or other "blue sky" filings as may be required by the laws of other states and the filing of a Form D under the Securities Act of 1933, as they shall deem to be necessary or desirable to carry out the transactions contemplated by the foregoing resolutions.

RESERVATION OF COMMON STOCK

WHEREAS, the Corporation has agreed to reserve shares of authorized but unissued Common Stock (i) for purposes of effecting the conversion of all outstanding shares of Convertible Preferred Stock into Common Stock, and (ii) for exercise of present or future stock options granted to employees pursuant to the Corporation's 2004 Stock Option Plan (the "Plan");

BE IT RESOLVED, that 12,846,619 shares of the Corporation's Common Stock be, and hereby are, reserved for issuance upon the conversion of the Preferred Stock, and that upon proper conversion of any such Preferred Stock in the manner described in the Corporation's Certificate of Incorporation, the shares of Common Stock issuable upon such conversion shall constitute duly authorized, validly issued, fully paid and nonassessable shares of Common Stock;

FURTHER RESOLVED, that 700,000 shares of the Corporation's Common Stock shall be reserved for issuance upon the proper exercise of stock options granted pursuant to the terms of the Plan;

2004 STOCK INCENTIVE PLAN

WHEREAS, the Board of Directors has determined that it is in the best interest of the Corporation to approve and adopt the Lifestyle Family Fitness, Inc. 2004 Stock Incentive Plan (the "2004 Stock Incentive Plan").

BE IT RESOLVED, that the proposed 2004 Stock Incentive Plan, substantially in the form presented to the Board, hereby is approved and that any officer of the Corporation hereby is authorized in the name and on behalf of the Corporation to execute the 2004 Stock Incentive Plan in such form as with such further changes and additions thereto as such officer, upon advice of counsel, determines to be necessary or advisable (such determination to be conclusively, but not exclusively, evidenced by such execution).

AUDIT COMMITTEE

RESOLVED, that an Audit Committee is hereby designated;

FURTHER RESOLVED, that the Audit Committee shall examine and consider matters relating to the financial affairs of the Corporation as it considers appropriate, including reviewing (a) the quarterly and annual financial statements of the Corporation; (b) the scope of the independent annual audit and internal audits; (c) selection of the independent auditor and (d) review of the independent accountants' letter to management concerning the effectiveness of the Corporation's internal financial and accounting controls; and

FURTHER RESOLVED, that the following directors of the Corporation are hereby appointed to serve on the Audit Committee until their respective successors are appointed and qualified or until their earlier resignation or removal:

Drew Graham
N. John Simmons
Ernie Mascara

COMPENSATION COMMITTEE

RESOLVED, that a Compensation Committee is hereby designated; and

FURTHER RESOLVED, that the duties and responsibilities of the Compensation Committee shall be to consider and make recommendations to the Board of Directors with respect to programs for human resource development and management organization and succession; approve changes in senior executive compensation; consider and make recommendations to the board with respect to compensation matters and policies and employee benefit plans and exercise authority to and monitor such plans; and

FURTHER RESOLVED, that the following directors of the Corporation are hereby appointed to serve on the Compensation Committee until their respective successors are appointed and qualified or until their earlier resignation or removal:

Drew Graham
N. John Simmons
Ernie Mascara

OMNIBUS RESOLUTIONS

RESOLVED, that any of the officers of the Corporation and each of them hereby is, authorized and directed to take such actions and execute any and all such other documents, certificates and instruments as they, in their discretion, may deem necessary or appropriate in connection with the transactions and the intent contemplated by the foregoing resolutions with any such modifications, supplements or amendments thereto as any of the officers may deem necessary, desirable or appropriate;

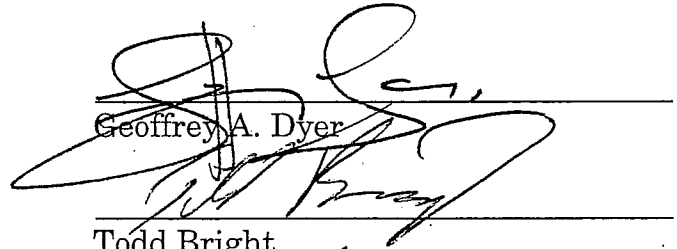
FURTHER RESOLVED, that any officer of the Corporation be, and any officer hereby is, authorized, empowered and directed to do and perform all such further acts and things, to execute and deliver in the name of the Corporation, to pay all such fees, costs and expenses in the name of an on behalf of the Corporation, and where necessary or appropriate, to file with the appropriate governmental authorities, all such further certificates, instruments or other documents as in their judgment shall be necessary or advisable in order to effectuate the intent and purposes of the foregoing resolutions, and any and all of the transactions contemplated therein;

FURTHER RESOLVED, that any actions previously taken by and of the officers and/or directors in connection with the matters set forth in the foregoing resolutions, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally authorized, ratified, confirmed, approved and adopted as the acts of the Corporation; and

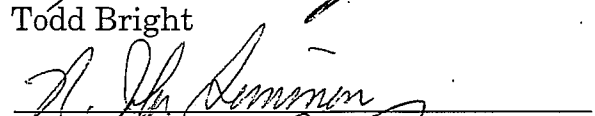
FURTHER RESOLVED, that the execution and delivery by any officer of the Corporation of any of the agreement, amendments documents, and instruments authorized, ratified, and approved in the foregoing resolutions, and the taking by any such officer of any acts in any way relating to the transactions contemplated by the foregoing resolutions, shall be conclusive evidence of the approval thereof by the Board of Directors of the Corporation, and of the authority of the officer to execute and deliver and take the same in the name and on behalf of the Corporation.

This written consent may be executed in one or more counterparts, each of which shall constitute an original document, but all of which, taken together, shall constitute one instrument.

IN WITNESS WHEREOF, the undersigned have executed this Consent as the Directors of the Corporation on this 20th day of July, 2004.



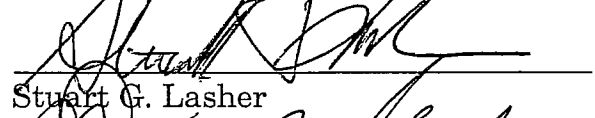
Geoffrey A. Dyer



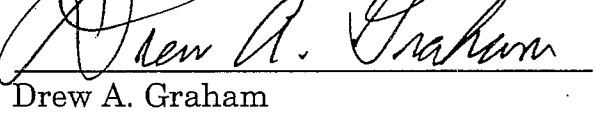
Todd Bright



N. John Simmons



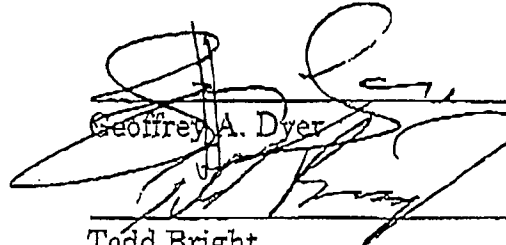
Stuart G. Lasher



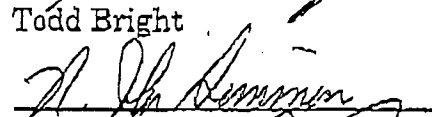
Drew A. Graham

Ernie Mascara

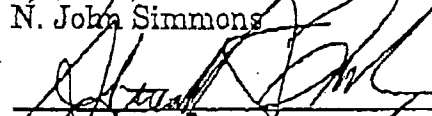
IN WITNESS WHEREOF, the undersigned have executed this Consent as the Directors of the Corporation on this 20th day of July, 2004.



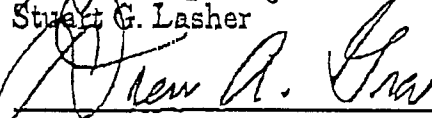
Geoffrey A. Dyer

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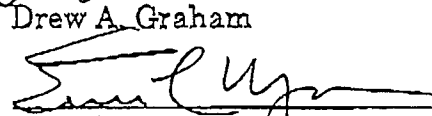
Todd Bright



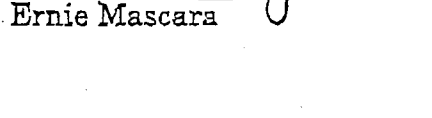
N. John Simmons



Stuart G. Lasher



Drew A. Graham



Ernie Mascara