

10-21-2004
102865164

RECORDED
TRADEMARKS

10-13-04

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
Gold's Gym Licensing, Inc.

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

Citizenship (see guidelines) Delaware

Execution Date(s) July 21, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Gold's Gym Licensing LLC

Internal Address: c/o TRT Holdings, Inc.

Street Address: 420 Decker Drive

City: Irving

State: Texas

Country: US Zip: 75062

Association Citizenship

General Partnership Citizenship

Limited Partnership Citizenship

Corporation Citizenship Delaware

Other Limited Liability Citizenship

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
78/268,687

B. Trademark Registration No.(s)
1,203,098

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Sanford E. Warren, Jr.

Internal Address: Winstead Sechrest & Minick P.C.

Street Address: P.O. Box 50784

City: Dallas

State: Texas Zip: 75201

Phone Number: 214.745.5710

Fax Number: 214.745.5390

Email Address: swarren@winstead.com

6. Total number of applications and registrations involved: 33

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 840.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 23-2426

Authorized User Name Sanford E. Warren, Jr.

9. Signature:

Signature

Date

Sanford E. Warren, Jr.

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 8

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

10/20/2004 ECDOPER 0000003 7826687

02 FC:0521

60:00 DP

Exp Mail No. EV507272832US

ATTACHMENT TO RECORDATION OF NAME CHANGE

From GOLD'S GYM LICENSING, INC.

To GOLD'S GYM LICENSING LLC

Trademark Name	Class	Application Number	Filing Date	Registration Number	Registration Date
PENDING APPLICATIONS					
It All Starts Here	25	78/472461	8/24/04		
It All Starts Here	41	78/472465	8/24/04		
Results for Every Body	41	78/472472	8/24/04		
Reps	41	78/472477	8/24/04		
Body Success	05	78/480762	9/9/04		
Body Success	41	78/480764	9/9/04		
REGISTERED TRADEMARKS					
Gold's Gym	28	73/259566	4/25/80	1210685	9/28/82
Gold's Gym	05	73/259617	4/25/80	1211211	10/5/82
Gold's Gym	25	73/259889	4/28/80	1214046	10/26/82
The Mecca of Bodybuilding	41	73/405302	12/9/82	1312678	1/1/85
Gold's	05, 25	73/575041	12/23/85	1402824	7/29/86
Gold's	41	73/575077	12/23/85	1404419	8/5/86
Gold's	25	73/758131	10/17/88	1543662	6/13/89
Gold's Gym	16	73/781077	2/16/89	1564470	11/7/89
New Man Design	41	74/354542	2/1/93	1835743	5/10/94
Gold's Gym and New Man Design	41	74/354098	2/1/93	1845939	7/19/94
Gold's Gym and New Man Design	25	74/656423	4/5/95	1968266	4/16/96
Old Man Design	25	74/659408	4/4/95	2002430	9/24/96
Gold's Gym	28	74/690375	6/19/95	2052953	4/22/97
New Man Design	18, 25	74/690387	6/19/95	2062562	5/20/97
New Man Design	28	74/690378	6/19/95	2068399	6/10/97
Gold's Gym	18, 25	74/690386	6/19/95	2068400	6/10/97
New Man Design	28	74/701270	7/14/95	2096382	9/16/97
Serious Fitness	25	75/286592	5/5/97	2167409	6/23/98
Serious Fitness for Every Body	25	75/286598	5/5/97	2167410	6/23/98
Serious Fitness for Every Body	41	75/284947	5/1/97	2212364	12/22/98
Serious Fitness for Every Body	28	75/286599	5/5/97	2212372	12/22/98
Serious Fitness	28	75/286597	5/5/97	2218229	1/19/99
New Man Design	09	75/511407	6/30/98	2272118	8/24/99
Serous Fitness for Every Body	25	75/530952	7/30/98	2297838	12/7/99
Gold's Gym	09	75/511408	6/30/98	2307166	1/11/00

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25690-716 10/13/2004

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GOLD'S GYM LICENSING LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

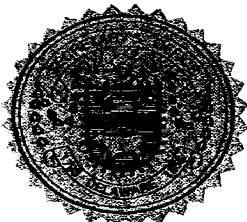
CERTIFICATE OF INCORPORATION, FILED THE THIRTEENTH DAY OF AUGUST, A.D. 1999, AT 12:17 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE FIRST DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "GOLD'S GYM LICENSING, INC." TO "GOLD'S GYM LICENSING LLC", FILED THE TWENTY-FIRST DAY OF JULY, A.D. 2004, AT 6:53 O'CLOCK P.M.

CERTIFICATE OF FORMATION, CHANGING ITS NAME FROM "GOLD'S GYM LICENSING, INC." TO "GOLD'S GYM LICENSING LLC", FILED THE TWENTY-FIRST DAY OF JULY, A.D. 2004, AT 6:53 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3082090 8100H

AUTHENTICATION: 3342628

040656254

DATE: 09-10-04

TRADEMARK
REEL: 003064 FRAME: 0987

CERTIFICATE OF INCORPORATION
OF
GOLD'S GYM LICENSING, INC.

FIRST: The name of the Corporation is GOLD'S GYM LICENSING, INC.

SECOND: The registered office of the Corporation in the State of Delaware and New Castle County shall be 1201 Market Street, Suite 1600, Wilmington, Delaware 19801. The registered agent at such address shall be PHS Corporate Services, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is Three Thousand (3,000) shares, all of which shall be common stock. All such shares are to be the par value of One Cent (\$0.01) per share.

FIFTH: The name and mailing address of the incorporator is as follows:

Nancy O. Foley
Pepper Hamilton LLP
1235 Westlakes Drive, Suite 400
Berwyn, PA 19312


SIXTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

SEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after the filing of the Certificate of Incorporation of which this article is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH: The original Bylaws of the Corporation shall be adopted by the incorporator. Thereafter, the Directors of the Corporation shall have the power to adopt, amend or repeal the Bylaws of the Corporation.

NINTH: The election of the directors of the Corporation need not be by written ballot unless the Bylaws of the Corporation shall so provide.

THE UNDERSIGNED, being the incorporator for the purpose of forming a corporation pursuant to Chapter I, Title 8, of the Delaware Code, entitled "General Corporation Law," and the acts amendatory thereof and supplemental thereto, if any, makes and files this Certificate of Incorporation, hereby declaring and certifying that said instrument is its act and deed and that the facts stated herein are true, and accordingly executed this Certificate of Incorporation as of August 13, 1999.


Nancy O. Foley, Incorporator

GV: #121140 v1 (2/27/01).WPD

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is

GOLD'S GYM LICENSING, INC.

2. The registered office of the corporation within the State of Delaware is hereby changed to 1013 Centre Road, City of Wilmington 19805, County of New Castle.

3. The registered agent of the corporation within the State of Delaware is hereby changed to Corporation Service Company, the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on Feb. 21, 2000


ESTHER S. HELLWIG, Assistant Secretary

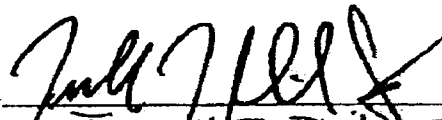
**CERTIFICATE OF CONVERSION
FROM A CORPORATION
TO A LIMITED LIABILITY COMPANY**

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

*State of Delaware
Secretary of State
Division of Corporations
Delivered 10:31 PM 07/21/2004
FILED 06:53 PM 07/21/2004
SRV 040535627 - 3082090 FILE*

**CERTIFICATE OF FORMATION
OF
GOLD'S GYM LICENSING LLC**

The undersigned, acting as an organizer of a limited liability company (the "*Company*") under the Delaware Limited Liability Company Act, hereby adopts the following Certificate of Formation for such limited liability company:

1. Name. The name of the Company is Gold's Gym Licensing LLC.
2. Address of the Registered Office. The address of the Company's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.
3. Name and Address of Registered Agent for Service of Process. The name of the Company's registered agent for service of process is Corporation Service Company, and the address of such registered agent is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.
4. Conversion from Other Entity. The Company is being created pursuant to the Plan of Conversion of Gold's Gym Franchising, Inc., a Delaware corporation (the "*Converting Entity*"). The Converting Entity was formed on August 13, 1999.
5. Effective Date and Time. This Certificate of Formation shall become effective on July 21, 2004.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Gold's Gym Licensing LLC on the 21st day of July, 2004.


John C. Rutherford, Authorized Person.

*State of Delaware
Secretary of State
Division of Corporations
Delivered 10:31 PM 07/21/2004
FILED 06:53 PM 07/21/2004
SRV 040535627 - 3082090 FILE*

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RECORDED: 10/13/2004

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