

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 |
| Powerhouse Gym of West Warwick, Inc. | | 12/02/2004 | CORPORATION: RHODE ISLAND |
| RECEIVING PARTY DATA | | | |
| Name: | Bodyfit Incorporated | | |
| Street Address: | 113 Tiogue Avenue | | |
| City: | Coventry | | |
| State/Country: | RHODE ISLAND | | |
| Postal Code: | 02816 | | |
| Entity Type: | CORPORATION: RHODE ISLAND | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 78354598 | BODYFIT | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (401)946-6453 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 4019440592 | | |
| Email: | LMMuscoLaw@aol.com | | |
| Correspondent Name: | Lisa Mariorenzi-Musco, Attorney at Law | | |
| Address Line 1: | 725 Reservoir Avenue, Suite 3A | | |
| Address Line 4: | Cranston, RHODE ISLAND 02910 | | |
| NAME OF SUBMITTER: | Lisa Mariorenzi-Musco, Attorney at Law | | |
| Signature: | /lmm/ | | |
| Date: | 11/10/2005 | | |

OP \$40.00 78354598

Total Attachments: 3

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
 Office of the Secretary of State
 Matthew A. Brown
 Secretary of State

**CERTIFICATE OF AMENDMENT
 TO THE ARTICLES OF INCORPORATION OF**

POWERHOUSE GYM OF WEST WARWICK, INC.

I, MATTHEW BROWN, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of

POWERHOUSE GYM OF WEST WARWICK, INC.

duly signed and verified pursuant to the provisions of Chapter 7-1.1-56 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law. The affixed is a duplicate original of the Articles of Amendment.

WITNESS my hand and the seal of the State of Rhode Island and Providence Plantations this
2nd day of December, 2004.

Matthew Brown
 Secretary of State

By *Andrea M. Lawrence*



**TRADEMARK
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Filing Fee \$80.00

ID Number 59187



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State, Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-4305

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By JMP
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BUSINESS CORPORATION

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1-150 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Powerhouse Gym of West Warwick, Inc.

2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on Dec. 2, 2004 in the manner prescribed by Chapter 7-1-1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendments]

(If additional copies to registered, please list on separate attachment)

to change the corporate name to BODYFIT Incorporated.

3. The number of shares of the corporation outstanding at the time of each adoption was 1000; and the number of shares entitled to vote thereon was 1000

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none.")

| Class | Number of Shares |
|-----------------------------|------------------|
| Common Shares No. Par Value | 1000 |

5. The number of shares voted for such amendment was 1000; and the number of shares voted against such amendment was 0.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

| Class | Number of Shares Voted | |
|----------------------------|------------------------|---------|
| | For | Against |
| Common Shares No Par Value | 1000 | 0 |

7. The manner, if not set forth in such amendment, in which any exchange, redemption, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No Change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

No Change

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective: Jan. 1, 2005
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: 11/10/04 Powertouse Gym of West Warwick, Inc.
Print Corporate Name

By: Paul Wilson
 President or Vice President (check one)

Amir Khan
 Secretary or Assistant Secretary (check one)

STATE OF Rhode Island
 COUNTY OF Kent

I, Cynthia Ann Wilson, on this 2nd day of Dec., 2004, personally appeared before me Paul Wilson, who, being by me first duly sworn, declared that he/she is the President of the corporation and that the foregoing is a true and correct copy of the articles of amendment, and that the statements herein contained are true.

Paul Wilson
 Notary Public

RECORDED 11/10/2005

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