

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Intellbell, Inc.		04/27/2006	CORPORATION: MINNESOTA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Intelligent Dumbbells, Inc.		
<b>Street Address:</b>	1071 32nd Avenue South		
<b>City:</b>	Owatonna		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55060		
<b>Entity Type:</b>	CORPORATION: MINNESOTA		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1848648	POWERBLOCK	
<b>Registration Number:</b>	2198392	SPORTBLOCK	
<b>Serial Number:</b>	78660486	POWERSTATION	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(612)338-5989		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(612)338-5915		
<b>Email:</b>	jameswmiller@qwest.net		
<b>Correspondent Name:</b>	James W. Miller		
<b>Address Line 1:</b>	527 Marquette Avenue		
<b>Address Line 2:</b>	Suite 1960 Rand Tower		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55402		
<b>ATTORNEY DOCKET NUMBER:</b>	103.2.1 , 3 & 5		
<b>NAME OF SUBMITTER:</b>	James W. Miller		

OP \$90.00 1848648

Signature:

/James W. Miller/

Date:

11/08/2006

Total Attachments: 1

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STATE OF MINNESOTA SECRETARY OF STATE
AMENDMENT OF ARTICLES OF INCORPORATION

READ INSTRUCTIONS LISTED BELOW, BEFORE COMPLETING THIS FORM.

- 1. Type or print in black ink.
2. There is a \$35.00 fee payable to the Secretary of State (YOUR CANCELLED CHECK IS YOUR RECEIPT) for filing this "Amendment of Articles of Incorporation".
3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (List the name of the company prior to any desired name change)

INTELLBELL, INC.

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

Format (mm/dd/yyyy)

The following amendment(s) to articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form 1.)

ARTICLE ONE

NAME: The name of the Corporation is: Intelligent Dumbbells, Inc.

Cores Olson
1071 32nd Ave NW
Owatonna, MN 55060

This amendment has been approved pursuant to Minnesota Statutes chapter 302A or 317A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

(Signature of Authorized Person)

Name and telephone number of contact person: Greg Olson (507) 390-2115
Please print legibly

If you have any questions please contact the Secretary of State's office at (651)296-2803.

MAIL TO: Secretary of State
Corporate Division
180 State Office Building
100 Rev. Dr. Martin Luther King Jr. Blvd
St. Paul, MN 55155-1299

(No walk-in service available at this location for corporate, UCC or notary)

Walk-in service is available at our public counter located in the Minnesota State Retirement System, Suite #100, St. Paul, MN 55103.

All of the information on this form is public and required in order to process this filing. Failure to provide the requested information will prevent the Office from approving or further processing this filing.

The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance, or political opinions or affiliations in employment or the provision of services. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/Voice. For TTY communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803.

Small Amendment Of Articles Of Incorporation Rev. 3-03

RI 4/27/06