

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion of the entity organization type		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Anytime Fitness, Inc.		12/11/2009	CORPORATION: MINNESOTA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Anytime Fitness, LLC		
<b>Street Address:</b>	12181 Margo Avenue South		
<b>City:</b>	Hastings		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55033		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: MINNESOTA		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3302636	ANYTIME FITNESS	
<b>Registration Number:</b>	2814114	ANYTIME FITNESS	
<b>Registration Number:</b>	3316351	ANYTIME FITNESS EXPRESS	
<b>Serial Number:</b>	77736094	ANYTIME HEALTH	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(952)842-1742		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	952-896-1545		
<b>Email:</b>	ipgroup@larkinhoffman.com		
<b>Correspondent Name:</b>	Molly T. Eichten		
<b>Address Line 1:</b>	1500 Wells Fargo Plaza		
<b>Address Line 2:</b>	7900 Xerxes Avenue South		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55431		
<b>ATTORNEY DOCKET NUMBER:</b>	29885-04		
<b>NAME OF SUBMITTER:</b>	Molly T. Eichten		

OP \$115.00 3302636

**900152857**

**TRADEMARK**  
**REEL: 004136 FRAME: 0317**

Signature:	/Molly T. Eichten/
Date:	01/22/2010
Total Attachments: 1 source=conversiondocforrecording#page1.tif	

State of Minnesota

## SECRETARY OF STATE

### Certificate of Conversion

I, Mark Ritchie, Secretary of State of Minnesota, certify that the documentation required to effectuate a conversion by the entity listed below, from the law designated by the chapter listed below, has been filed in this office on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes,  
Chapter: 302A

State of Formation and Name of Converting Entity:  
MN: Anytime Fitness, Inc.

After Conversion, Entity is Governed by Minnesota  
Statutes, Chapter: 322B

State of Formation and Name of Entity after the  
Effective Date of Conversion:  
MN: Anytime Fitness, LLC

Effective Date of Conversion: 12/11/2009.

This certificate has been issued on 12/11/2009.



*Mark Ritchie*  
Secretary of State.

TRADEMARK