

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HubneyFitness Corp.		10/19/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Rush Fitness Corp.		
Street Address:	10708 Kingston Pike		
City:	Knoxville		
State/Country:	TENNESSEE		
Postal Code:	37932		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2732757	THE RUSH FITNESS COMPLEX 24 7	
Registration Number:	3739592	THE RUSH	
Registration Number:	3739593	THE RUSH FITNESS COMPLEX	
CORRESPONDENCE DATA			
Fax Number:	(615)248-4148		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	615-742-7804		
Email:	trademarks@bassberry.com		
Correspondent Name:	Cara L. Jackson		
Address Line 1:	150 3rd Avenue South		
Address Line 2:	Suite 2800		
Address Line 4:	Nashville, TENNESSEE 37201		
ATTORNEY DOCKET NUMBER:	116972-000		
NAME OF SUBMITTER:	Cara L. Jackson		

CH \$90.00 2732757

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**TRADEMARK
 REEL: 004306 FRAME: 0941**

Signature:	/Cara L. Jackson/
Date:	10/29/2010
Total Attachments: 3 source=name change#page1.tif source=name change#page2.tif source=name change#page3.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HUBNEYFITNESS CORP.", CHANGING ITS NAME FROM "HUBNEYFITNESS CORP." TO "RUSH FITNESS CORP.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, A.D. 2009, AT 11:12 O'CLOCK A.M.

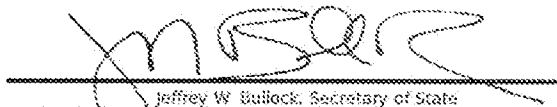
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7590169

DATE: 10-19-09

TRADEMARK
REEL: 004306 FRAME: 0943

**CERTIFICATE OF AMENDMENT
OF THE
THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
HUBNEYFITNESS CORP.**

Under Section 242 of the Delaware Corporation Law

Pursuant to Section 242 of the Delaware Corporation Law of the State of Delaware, the undersigned, being the Secretary of HubneyFitness Corp., a Delaware corporation (the "Corporation") does hereby certify the following:

FIRST: The name of the Corporation is: HubneyFitness Corp.

SECOND: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on August 1, 2000 under the name Hubney Fitness Corp., the Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on March 1, 2007, the Second Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on June 12, 2007 and the Third Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on March 31, 2009.

THIRD: The Third Amended and Restated Certificate of Incorporation of the Corporation is hereby amended to effect a change in Article One thereof, relating to the name of the Corporation, accordingly Article One of the Third Amended and Restated Certificate of Incorporation shall be amended to read in its entirety as follows:

"ARTICLE ONE

The name of the corporation is Rush Fitness Corp. (hereinafter called the "Corporation")."

FOURTH: The amendment to the Third Amended and Restated Certificate of Incorporation of the Corporation effected hereby was approved by the board of directors of the Corporation and by written consent of the majority stockholder of the Corporation.

IN WITNESS WHEREOF, the undersigned affirms as true the foregoing under penalties of perjury, and has executed this Certificate this 19th day of October, 2009.

HUBNEYFITNESS CORP.

By: /s/ Phil D. Collins
Name: Phil D. Collins
Title: Secretary

Certificate of Assignment