

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Articles of Organization - Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
In-Shape Health Clubs, Inc.		12/27/2012	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	In-Shape Health Clubs, LLC
Street Address:	6 South El Dorado St.
Internal Address:	Suite 700
City:	Stockton
State/Country:	CALIFORNIA
Postal Code:	95202
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	4142446	LIVE THE LIFE YOU WANT...GET IN SHAPE!
Registration Number:	3566972	IN-SHAPE SPORT
Registration Number:	3566971	IN-SHAPE SPORTS CLUB
Registration Number:	3566964	IN-SHAPE FITNESS
Registration Number:	4032957	FITSTART
Registration Number:	2142636	IS
Registration Number:	2105607	IN SHAPE
Registration Number:	1814118	IN SHAPE CITY
Serial Number:	85795573	IS IN-SHAPE FIT
Serial Number:	85795554	IS IN-SHAPE FIT
Serial Number:	85710497	LIVE IN-SHAPE
Serial Number:	85710512	29-MINUTE CIRCUIT
Serial Number:	85710507	9-MINUTE CORE CIRCUIT

CH \$340.00 4142446

CORRESPONDENCE DATA

Fax Number: 2026823580

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 2026823671

Email: jrynkiewicz@kayescholer.com

Correspondent Name: John P. Rynkiewicz

Address Line 1: 901 Fifteenth Street, N.W.

Address Line 2: Suite 700

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	23874-0004
NAME OF SUBMITTER:	John P. Rynkiewicz
Signature:	/john p rynkiewicz/
Date:	01/06/2013

Total Attachments: 3

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LLC-1A

File # 201236210442



State of California
Secretary of State

Limited Liability Company
Articles of Organization - Conversion

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC 27 2012

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Ltd." and "Co.," respectively.)

IN-SHAPE HEALTH CLUBS, LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)

ONE MANAGER

MORE THAN ONE MANAGER

ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE

CITY

STATE ZIP CODE

6 SOUTH EL DORADO, SUITE 700

STOCKTON

CA 95202

5. NAME OF AGENT FOR SERVICE OF PROCESS (Item 5: Enter the name of the agent for service of process. The agent may be an individual residing in California or a corporation that has filed a certificate pursuant to California Corporations Code section 1505. Item 6: If the agent is an individual, enter the agent's business or residential address in California. Item 7: If the converting entity is a California limited partnership, enter the mailing address of the individual or corporate agent. Check the box and omit the mailing address if the agent's mailing address is the same as the address in Item 6.)

PAUL ROTHBARD

6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA

CITY

STATE ZIP CODE

6 SOUTH EL DORADO, SUITE 700

STOCKTON

CA 95202

7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS

CITY

STATE ZIP CODE

THE MAILING ADDRESS OF THE AGENT FOR SERVICE OF PROCESS IS THE SAME AS THE AGENT'S BUSINESS OR RESIDENTIAL ADDRESS IN ITEM 6.

Converting Entity Information

8. NAME OF CONVERTING ENTITY

IN-SHAPE HEALTH CLUBS, INC.

9. FORM OF ENTITY

CORPORATION

10. JURISDICTION

CALIFORNIA

11. CA SECRETARY OF STATE FILE NUMBER, IF ANY

C1996169

12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS

COMMON STOCK 2,252,847.50

50.1%

Additional Information

13. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

December 27, 2012

DATE



SIGNATURE OF AUTHORIZED PERSON

MORT ROTHBARD, PRESIDENT

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SEAN MALONEY, CHIEF FINANCIAL OFFICER

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON



**State of California
Secretary of State**

LLC-1A File # _____

**Limited Liability Company
Articles of Organization - Conversion**

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ONE MANAGER MORE THAN ONE MANAGER ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE CITY STATE ZIP CODE
6 SOUTH EL DORADO, SUITE 700 STOCKTON CA 95202

5. NAME OF AGENT FOR SERVICE OF PROCESS (Item 5: Enter the name of the agent for service of process. The agent may be an individual residing in California or a corporation that has filed a certificate pursuant to California Corporations Code section 1505. Item 6: If the agent is an individual, enter the agent's business or residential address in California. Item 7: If the converting entity is a California limited partnership, enter the mailing address of the individual or corporate agent. Check the box and omit the mailing address if the agent's mailing address is the same as the address in Item 6.)

PAUL ROTHBARD

6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA CITY STATE ZIP CODE
6 SOUTH EL DORADO, SUITE 700 STOCKTON CA 95202

7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS CITY STATE ZIP CODE

THE MAILING ADDRESS OF THE AGENT FOR SERVICE OF PROCESS IS THE SAME AS THE AGENT'S BUSINESS OR RESIDENTIAL ADDRESS IN ITEM 6.

Converting Entity Information

8. NAME OF CONVERTING ENTITY
IN-SHAPE HEALTH CLUBS, INC.

9. FORM OF ENTITY 10. JURISDICTION 11. CA SECRETARY OF STATE FILE NUMBER, IF ANY
CORPORATION CALIFORNIA **C1996169**

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December 27, 2012
DATE
SIGNATURE OF AUTHORIZED PERSON



MORT ROTHBARD, PRESIDENT
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SEAN MALONEY, CHIEF FINANCIAL OFFICER
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 27 2012

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

TRADEMARK

REEL: 004936 FRAME: 0274

RECORDED: 01/06/2013