

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM303616

<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>
In Shape Health Clubs, Inc.		12/27/2012	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	In-Shape Health Clubs, LLC		
<b>Street Address:</b>	6 South El Dorado Street, Suite 700		
<b>City:</b>	Stockton		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	95202		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4512979	9-MINUTE CORE CIRCUIT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3105507191		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	(310) 860-3361		
<b>Email:</b>	dmoreno@weintraub.com		
<b>Correspondent Name:</b>	Denise Moreno		
<b>Address Line 1:</b>	9665 Wilshire Boulevard, Ninth Floor		
<b>Address Line 4:</b>	Beverly Hills, CALIFORNIA 90212		
<b>ATTORNEY DOCKET NUMBER:</b>	012213-013830 IN SHAPE		
<b>NAME OF SUBMITTER:</b>	Denise Moreno		
<b>SIGNATURE:</b>	/denisemoreno/		
<b>DATE SIGNED:</b>	05/05/2014		
<b>Total Attachments: 3</b>			
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CH \$40.00 4512979

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]*  
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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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

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6 SOUTH EL DORADO, SUITE 700      STOCKTON      CA      95202

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**Converting Entity Information**

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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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COMMON STOCK      2,252,847.50      50.1%

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December 27, 2012  
DATE



SIGNATURE OF AUTHORIZED PERSON

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

SIGNATURE 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: 005274 FRAME: 0144

RECORDED: 05/05/2014