

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT		
EFFECTIVE DATE:	02/08/2007		
<b>CONVEYING PARTY DATA</b>			
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>
	Lady of America, Inc.		10/18/2011
			<b>Entity Type</b>
			CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Lady of America Franchise Corporation		
<b>Street Address:</b>	500 E. Broward Boulevard		
<b>City:</b>	Fort Lauderdale		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	33394		
<b>Entity Type:</b>	CORPORATION: FLORIDA		
<b>PROPERTY NUMBERS Total: 2</b>			
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
	Registration Number:	2282551	HEALTH CLUBS OF AMERICA
	Registration Number:	1722652	LADY OF AMERICA
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(305)482-8600		
<b>Phone:</b>	305-482-8409		
<b>Email:</b>	WashingtonIPDocketing@foley.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Correspondent Name:</b>	Laura Ganoza / Foley & Lardner LLP		
<b>Address Line 1:</b>	One Biscayne Tower, Suite 1900		
<b>Address Line 2:</b>	2 South Biscayne Boulevard		
<b>Address Line 4:</b>	Miami, FLORIDA 33131		
ATTORNEY DOCKET NUMBER:	092559-0101		
NAME OF SUBMITTER:	Laura Ganoza		

OP \$65.00 2282551

Signature:	/Laura Ganoza/
Date:	10/20/2011
Total Attachments: 1 source=Assignment#page1.tif	

TRADEMARK ASSIGNMENT NUNC PRO TUNC

WHEREAS, LADY OF AMERICA, INC., a corporation organized and existing under and by virtue of the laws of Texas and having a place of business at 500 E. Broward Boulevard, Fort Lauderdale, Florida 33394, called "Assignor", owns and has used in its business the following trademarks and trademark registrations:

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
HEALTH CLUBS OF AMERICA	2,282,551	October 5, 1999
LADY OF AMERICA	1,722,652	October 6, 1992

; and

WHEREAS, LADY OF AMERICA FRANCHISE CORPORATION, a corporation organized and existing under and by virtue of the laws of Florida and having a place of business at 500 E. Broward Boulevard, Fort Lauderdale, Florida 33394, herein below called "Assignee", is desirous of acquiring the entire right, title and interest in and to the said trademarks and trademark registrations and in and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith;

THEREFORE, BE IT KNOWN that for and in consideration of the sum of One Dollar (\$1.00) to it in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor did effective **February 8, 2007**, sell, assign, and transfer the said entire right, title and interest in and to the said trademark registrations therefor and any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement thereof of nunc pro tunc as of **February 8, 2007**.

LADY OF AMERICA, INC.

Dated: 10/18/2011

By: 

Gerald Weber  
President and CEO