

05-19-1998

ET

Docket No.:

13914.248 and 13914.289

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Y

To the Honorable Commissioner of Pat

100715125

attached original documents or copy thereof.

1. Name of conveying party(ies):
Healthrider Corp.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **of Delaware**
 Other _____

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: **Icon Health & Fitness, Inc.** *MA 18*

Internal Address: _____

Street Address: **1500 South 1000 West**

City: **Logan** State: **UT** ZIP: **84321**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **of Delaware**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance: *MPD 5-18-98*

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **September 2, 1997**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)
74/553,621

Additional numbers Yes No

B. Trademark Registration No.(s)
2,068,121

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Jonathan W. Richards**

Internal Address: _____

Street Address: **Workman, Nydegger & Seeley**
1000 Eagle Gate Tower, 60 E. South Temple

City: **Salt Lake City** State: **UT** ZIP: **84111**

6. Total number of applications and registrations involved:..... **2**

7. Total fee (37 CFR 3.41):.....\$ **\$80.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

05/18/1998 JSHABAZZ 00000125 74553621
01 FC:481 40.00 OP
02 FC:482 25.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jonathan W. Richards *Jon Richards* **5/15/98**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and **3** TRADEMARK

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HEALTHRIDER CORP.", A DELAWARE CORPORATION,
WITH AND INTO "ICON HEALTH & FITNESS, INC." UNDER THE NAME OF "ICON HEALTH & FITNESS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF SEPTEMBER, A.D. 1997, AT 12:15 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2423252 8100M

981094371

8972490

AUTHENTICATION:

DATE: 03-16-98

TRADEMARK

REEL: 1726 FRAME: 0714

**CERTIFICATE OF MERGER
OF
HEALTHRIDER CORP.
WITH AND INTO
ICON HEALTH & FITNESS, INC.**

ICON Health & Fitness, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Healthrider Corp.	Delaware
ICON Health & Fitness, Inc.	Delaware

SECOND: That an agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Sections 141(f), 228 and 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is ICON Health & Fitness, Inc., a Delaware corporation (the "Surviving Corporation").

FOURTH: That the Certificate of Incorporation of ICON Health & Fitness, Inc. shall be the certificate of incorporation of the Surviving Corporation.

FIFTH: That the executed plan and agreement of merger is on file at an office of the Surviving Corporation located at 1500 S. 1000 W., Logan, Utah 84321.

SIXTH: That a copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, ICON Health & Fitness, Inc. has caused this Certificate to be signed by its President, on this 2nd day of September 1997.

ICON HEALTH & FITNESS, INC.

BY: 
Name: Gary E. Stevenson
Title: President