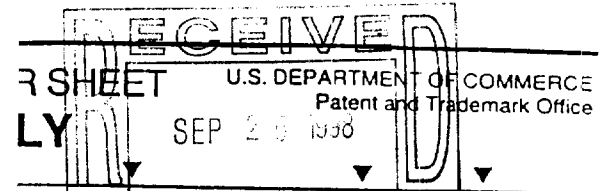


MRJ 9-25-96 RI

10-09-1998



100846844



Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Universal Gym Equipment, Inc.

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State -DE
Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other Certificate of Title

Execution Date: August 18, 1998

2. Name and address of receiving party(ies)

Name: Congress Financial Corporation (Florida)

Internal Address: c/o Strook, Strook & Lavan

Street Address: 200 S. Biscayne Boulevard

City: Miami State: Florida ZIP: 33131

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/114,937 75/114,932
75/099,588 75/009,734
75/108,008 75/298,169

B. Trademark Registration No.(s)

1,339,294 1,961,982
1,361,163 1,396,943
1,001,105 1,568,575

Additional numbers attached? Yes No

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

Name: Schulte Roth & Zabel LLP

Internal Address: Attn: Mark Broude, Esquire

Street Address: 900 Third Avenue

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 22

7. Total fee (37 CFR 3.41) \$ 565.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Joyce I. Francis

Name of Person Signing

Joyce I. Francis

Signature

9-21-98

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK REEL: 1796 FRAME: 0724

Vertical stamp: 10/08/98 1339 01 FC 001 02 FC 002

TRADEMARK REGISTRATIONS	
<u>MARK</u>	<u>REGISTRATION NUMBER</u>
Aerobicycle	1,339,294
Aerobic Super Circuit	1,361,163
Centurion	1,001,105
Crossline	1,961,982
Computerow	1,396,943
Fitnet	1,568,575
Heavy Metal	2,001,692
Merac	1,570,760
Power Circuit	1,918,909
Power-Pak	1,331,025
Spartan	1,541,700
Super Circuit	1,362,645
Tredex	1,124,683
Universal	1,350,575
Universal Gym	1,623,665

TRADEMARK APPLICATION	
<u>MARK</u>	<u>APPLICATION SERIAL NUMBER</u>
Fitsuite	75/114,937 (status: abandoned)
Homflex	75/099,588 (status: abandoned)
Maximus	75/108,008 (status: abandoned)
Pumpkorn	75/114,932
Proflex	75/009,734 (status: abandoned)
Unitrack	75/298,169
Universal Gym (covering the expansion of the existing trademark for exercise equipment and clothing to also cover shoes)	75/099,208 (status: abandoned)

OFF. REC. 1823812805

IN THE CIRCUIT COURT OF THE ELEVENTH JUDICIAL
CIRCUIT IN AND FOR DADE COUNTY, FLORIDA

98R407125 1998 AUG 18 14:41

GENERAL JURISTITION DIVISION

CIVIL ACTION NO. 98- 9223 SEC. 4

CONGRESS FINANCIAL CORPORATION (FLORIDA),
Plaintiff(s)/Petitioner(s)

vs.

UNIVERSAL GYM EQUIPMENT, INC., et al.,
Defendant(s)/Respondent(s)

CERTIFICATE OF TITLE
Chapter 45

THE UNDERSIGNED CLERK OF this Court certifies that a Certificate of Sale was executed and filed in this action on August 6, 1998, for the property described herein and that objections to the sale have either not been filed within the time allowed by statutory law or, if filed, have been heard by the court. The property in Dade County, Florida and described as follows:

(SEE ATTACHED COPY)

was sold to:

CONGRESS FINANCIAL CORPORATION (FLORIDA),
c/o Strook, Strook & Lavan 200 S. Biscayne Boulevard, Miami, Florida 33131.

WITNESS my hand and the Seal of this Court on August 18, 1998

Harvey Ruvin, Clerk



By Maddy Hall
Deputy Clerk

TRADEMARK
REEL: 1796 FRAME: 0726

Foreclosure Property Description

All of the personal property listed on:

(i) the form PTO-1594 filed on July 24, 1996 with the United States Patent and Trademark Office under Trademark Reel 1484, Frame 0239; and

(ii) the form PTO-1595 filed on July 24, 1996 with the United States Patent and Trademark Office under Patent Reel 8040, Frame 0901;

including, without limitation, the trademark applications, trademark registrations, and patents listed below:

TRADEMARK REGISTRATIONS	
<u>MARK</u>	<u>REGISTRATION NUMBER</u>
Aerobicycle	1,339,294
Aerobic Super Circuit	1,361,163
Centurion	1,001,105
Crossline	1,961,982
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Spartan	1,541,700
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TRADEMARK APPLICATION	
MARK	APPLICATION SERIAL NUMBER
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Proflex	75/009,734 (status: abandoned)
Unitrack	75/298,169
Universal Gym (covering the expansion of the existing trademark for exercise equipment and clothing to also cover shoes)	75/099,208 (status: abandoned)

PATENTS	
PATENT NAME	PATENT NUMBER
Barbell Storage and Exercise Rack	4,306,715
Computer Controlled Exercise Machine	4,869,497 (expired for non-payment of maintenance fees)
Dedicated Microprocessor Controlled Exercise Resistance Machine	4,865,315 (expired for non-payment of maintenance fees)
Emergency Shut-off Switch and Frame Assemblies for Exercise Apparatus	4,364,556
Emergency Shut-off Switch for Exercise Apparatus	4,426,075
Exercise Treadmill	D265,412 (expired)
Exercise Treadmill	5,649,882
Exercise Treadmill and the Like	D266,443 (expired)
Method and Apparatus for Sizing Rings	4,785,647
Leg and Hip Exercising Apparatus	4,621,807
Torque Sensor	4,785,674
Striking Tool, Head and Handle and Methods of Manufacturing them	4,773,286
Variable Resistance Exercising Devise	RE31,170
Variable Resistance Exercising Devise	3,905,599 (expired)
Weight Lifting Machine	4,358,107

STATE OF FLORIDA, COUNTY OF DADE
 I HEREBY CERTIFY that the foregoing is a true and correct copy of the original on file in this office.
 HARVEY RUVIN, CLERK, of Circuit and County Courts
 Deputy Clerk

