

12-22-1999

Form PTO-



SHEET U.S. DEPARTMENT OF COMMERCE
LY Patent and Trademark Office

To the Honorable Commissi

101230423

ached original documents or copy thereof:

1. Name of conveying party(ies):

Trotter Holding Company
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

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

Name: Cybex International, Inc.
Internal Address: _____
Street Address: 10 Trotter Drive
City: Medway State: MA ZIP: 02053

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

12-3-99

Execution Date: October 19, 1999

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 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 registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s) **1,576,571**

Additional numbers attached? Yes No

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

Name: Archer & Greiner, P.C.
Internal Address: Patricia Kane Williams, Esq.
Street Address: One Centennial Square
P.O. Box 3000
City: Haddonfield State: NJ ZIP: 08033

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41):\$ 40.00

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.

Patricia Kane Williams, Esq.
Name of Person Signing

Patricia Kane Williams, 12/3/99
Signature Date

Total number of pages completing cover sheet: _____

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D. C. 20503.

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 OWNERSHIP, WHICH MERGES:

"TROTTER HOLDING COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "CYBEX INTERNATIONAL, INC." UNDER THE NAME OF "CYBEX INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3113453 8100M

991442440

AUTHENTICATION: 0034458

DATE: 10-19-99

TRADEMARK

REEL: 002002 FRAME: 0467

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
TROTTER HOLDING COMPANY,
(A Delaware Corporation)
INTO
CYBEX INTERNATIONAL, INC.
(A New York Corporation)**

It is hereby certified that:

1. Cybex International, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of New York.
2. The Corporation is the owner of all of the outstanding shares of stock of Trotter Holding Company, Inc. which is a business corporation of the State of Delaware.
3. The laws of the respective jurisdictions of organization of Trotter Holding Company and Corporation permit the merger of a business corporation of another jurisdiction.
4. The Corporation hereby merges Trotter Holding Company into the Corporation.
5. The following is a copy of the resolutions adopted on February 12, 1999 by the Board of Directors of the Corporation to merge the said Trotter Holding Company into the Corporation:

RESOLVED, that Trotter Holding Company be merged into this Corporation pursuant to the plan of merger presented to the Board of Directors (which plan of merger is hereby adopted); and that all of the estate, property, rights, privileges, powers and franchises of Trotter Holding Company be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Trotter Holding Company in its name.

RESOLVED, that this Corporation assume all of the obligations of Trotter Holding Company

RESOLVED, that this Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Trotter Holding Company, as well as for enforcement of any obligation of this Corporation arising from the merger herein provided; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent

to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Cybex International, Inc.
10 Trotter Drive
Medway, MA 02053
Attn: Chief Financial Officer

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New York, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Trotter Holding Company, and of this Corporation and in any other appropriate jurisdiction.

CYBEX INTERNATIONAL, INC.

By:



William Hurley, Vice President-
Chief Financial Officer

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State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **OCT 22 1999**



A handwritten signature in cursive script, appearing to read "J. Blum", followed by a long horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

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**CERTIFICATE OF MERGER
OF
TROTTER HOLDING COMPANY
INTO
CYBEX INTERNATIONAL, INC.**

**Under Section 905 of the Business Corporation Law
of the State of New York**

It is hereby certified by the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed with the Secretary of State of Delaware on December 12, 1994, is Trotter Holding Company. No application for authority in the State of New York of said corporation to transact business as a foreign corporation on

THIRD: there in filed by Department of State of the State of NY The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on September 11, 1953, is Cybex International, Inc. The name under which said corporation was formed is Lumex, Inc.

FOURTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

CLASS	NUMBER
Common Stock	100

Signed on: May 18, 1999

CYBEX INTERNATIONAL, INC.

By: 
William Hurley, Vice President
and Chief Financial Officer

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CERTIFICATE OF MERGER
OF
TROTTER HOLDING COMPANY

INTO

CYBEX INTERNATIONAL, INC.

Section 905 of the Business Corporation Law

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

OCT 20 1999

FILED

TAX \$

BY:

MMR
Suffolk

Cert No 2001095

Filer: Archer & Greiner, P. C.
One Centennial Square

Haddonfield, NJ 08033

Cust. Ref#415101 GIR

DRAWDOWN

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TRADEMARK

REEL: 002002 FRAME: 0472

RECORDED: 12/03/1999