

03-29-2002

HEET

Docket No.:



LY

15420.0

Tab settings

102036103

To the Honorable Commissioner of F

Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):
Ground Zero Design Corporation

3.4.02

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

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

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

Name: **Free Motion Fitness, Inc.**

Internal Address: _____

Street Address: **1500 South 1000 West**

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

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Utah**
 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:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **November 20, 2001**

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

A. Trademark Application No.(s)
See Exhibit A

Additional numbers

B. Trademark Registration No.(s)
See Exhibit A

Yes No

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

Name: **Jonathan W. Richards**

Internal Address: _____

WORKMAN, NYDEGGER & SEELEY

1000 Eagle Gate Tower

Street Address: **60 East South Temple**

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

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

7. Total fee (37 CFR 3.41):.....\$ **\$165.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-3178

03/28/2002 TDIAZ1 00000047 2427587
01 FC:481 40.00 OP
02 FC:482 125.00 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 *Jonathan W. Richards* **March 4, 2002**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and **13**

EXHIBIT A

Registered US Trademarks

<u>Mark</u>	<u>Reg. No.</u>	<u>Date</u>
GROUND ZERO	2,427,587	02/06/2001
GROUND ZERO & Design	2,456,237	05/29/2001
FREE MOTION	2,466,267	07/03/2001
FUNCTIONAL CARRYOVER	2,472,074	07/24/2001

Pending U.S. Trademark Applications

<u>Mark</u>	<u>Serial No.</u>	<u>Filed</u>
M (stylized)	76/039,690	05/03/2000
WE LOVE THE WAY YOU MOVE	76/039,689	05/03/2000

Registered Foreign Trademarks

<u>Country</u>	<u>Mark</u>	<u>Reg. No.</u>	<u>Date</u>
Canada	FREE MOTION	TMA551,255	09/20/2001
Canada	FUNCTIONAL CARRYOVER	TMA551,316	09/21/2001
Japan	FUNCTIONAL CARRYOVER	4426395	10/20/2000
CTM	FUNCTIONAL CARRYOVER	1271816	10/25/2000
CTM	FREE MOTION	1271014	11/13/2000

G:\DATA\WPDOCS\PCS\Ground Zero\EXHIBIT A to trademark assignment.doc

RECEIVED
DEC 04 2001
Utah Div. of Corp. & Comm. Code

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

FREE MOTION FITNESS, INC.
(formerly Ground Zero Design Corporation)

Date: 12/04/2001
Receipt Number: 457264
Amount Paid: \$25.00

JBB

12-04-01A09:40 RCVD

FREE MOTION FITNESS, INC. (formerly Ground Zero Design Corporation), a corporation organized and operating under the Utah Corporation Act, hereby adopts the following Revised Articles of Incorporation which constitute a complete revision and restatement of its Articles of Incorporation, including all prior amendments, and which supersede all of its prior Articles of Incorporation:

ARTICLE I.

1.01. The name of the Corporation is FREE MOTION FITNESS, INC.

ARTICLE II.

2.01. The period of this Corporation's duration is perpetual.

ARTICLE III.

PURPOSES

3.01. The purposes for which the Corporation is organized are to conduct any and all lawful businesses for which corporations may be organized under the Utah Revised Business Corporation Act.

ARTICLE IV.

CAPITAL STOCK

4.01. The aggregate number of shares which the Corporation shall be authorized to issue shall be 1,000,000 shares of common stock with no par value.

ARTICLE V.

PREFERENCES, LIMITATIONS, AND RELATIVE RIGHTS

The limitations and relative rights in respect to the shares of each class are as follows:

5.01. Common Stock. The common stock shall have the limitations and relative rights as hereinafter provided:

(a) Issuance. When payment for the consideration for which the shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and the holder thereof shall not be liable for any call. The shares will then be non-assessable.

(b) Voting. The holders of the common shares shall be entitled to elect the Board of Directors and shall otherwise have unlimited voting rights. Voting shall be on a one (1) vote per share basis. In voting for the election of directors, cumulative voting is permitted, and each shareholder may accumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

5.02. Dividends. The record holders of the common shares shall share equally in all dividends declared by the Board of Directors; provided always, the Board of Directors may elect in its discretion not to declare dividends. Dividends will not accumulate. The record of shareholders entitled to receive a dividend will be taken at the close of business on March 31, June 30, September 30 and December 31 (or if such date is not a business day, on the last prior business day).

5.03. Redemption. (a) The common shares may be redeemed, in full or in part, either separately by class or on a prorata basis, at the option of the Corporation, by vote of its Board of Directors, or by the operation of the sinking fund or redemption or purchase account, if any, provided for such stock, at any time, or from time to time, at a redemption price equal to the then fair market value of such shares in accordance with the provisions of this Section 5.03. If less than all of the outstanding shares of a class of stock are to be redeemed, the shares to be redeemed shall be determined in any such manner as the Board of Directors may prescribe. Nothing herein contained shall be deemed to limit or impair the right of the Corporation to buy any shares of any class of stock at a price not exceeding the price which would be payable if such stock were then called for redemption.

(b) Notice. Notice of every redemption of stock shall be mailed by or on behalf of the Corporation, addressed to the holders of record of the stock to be redeemed at their respective addresses as they shall appear on the records of the Corporation, such mailing to be at least thirty (30) and not more than sixty (60) days prior to the date fixed for redemption.

(c) Agent. The Corporation may select as its agent to redeem the stock so called for redemption a bank or trust company in good standing, organized under the laws of the United States of America or of any state having sufficient capital, surplus and undivided profits so as to assure eventual payment of the redemption proceeds to the underlying holders of the stock. Following such selection, the Corporation may designate or appoint the bank so selected and deliver to it irrevocable written instructions authorizing such agent on behalf and at the expense of the Corporation, to cause notice of redemption to be duly mailed and published as herein provided as soon as practicable after receipt of such irrevocable instructions and in accordance with the above provisions.

(d) Deposit of Funds. All funds necessary for the redemption shall be deposited in trust not less than two (2) business days before the date fixed for redemption with the bank or trust company so designated, for the prorata benefit of the holders of the shares so called for redemption, so as to be and to continue to be available therefore, and if notice of redemption shall have been duly given by mail and by publication then, on and after the date of redemption so designated, notwithstanding that any certificate for shares of stock so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, the dividends thereon shall cease, and all rights with respect to the shares of stock so called for redemption shall cease and terminate except the right to exercise on or before the date fixed for redemption privileges of conversion or exchange, if any, not theretofore expiring, or if not so converted to receive the redemption price (including accrued dividends to the redemption date), but without interest accruing on the redemption price or future dividends, of the shares so called for redemption.

(e) Reversion of Funds. Such deposit in trust shall be irrevocable except to the following extent: i.) any monies so deposited by the Corporation which shall not be required for the redemption because of the exercise of any such right of conversion or exchange subsequent to the date of deposit shall be repaid to the Corporation forthwith; ii.) any balance of money so deposited by the Corporation and unclaimed by the shareholders entitled thereto at the expiration of two (2) years from the date fixed for redemption shall be repaid to the Corporation upon its request for such funds expressed in a resolution of its Board of Directors, and after any such repayment the holders of the shares so called for redemption shall look only to the Corporation for the payment of the redemption price.

(f) Notice of Adverse Claim. No payment will be made if there is any legend or notation on the certificate, representing the shares to be redeemed, evidencing any adverse claim or other interest of any other person; nor shall any payment be made if the bank or other trust company making such payment has notice of a claim or interest of any other person, unless and until that other person has disclaimed the same.

(g) Cancellation. When shares of a corporation are redeemed or purchased by the corporation, the redemption or purchase shall effect a cancellation of such shares, and such shares shall not be reissued.

ARTICLE VI.

REGISTERED OFFICE AND AGENT

6.01. The post office address of its initial registered office is 1500 South 1000 West, Logan, Utah, and the name of its initial registered agent at such address is BRAD H. BEARNSON.

ARTICLE VII.

DIRECTORS

7.01. Qualification and Election of Directors. Directors need not be shareholders. Directors shall be elected at the annual meeting of the shareholders and shall hold office for a period of one (1) year, or until their successors have been duly elected and qualified. Any Directors may hold any other office in the Corporation. Should a vacancy occur for any reason, including an increase in the number of members, the remaining Directors may appoint a member to hold office during the unexpired term, provided that if the remaining Directors cannot agree upon a successor to fill the vacancy within thirty (30) days, they shall call a special meeting of the shareholders and the latter shall elect such Director.

7.02. Conflicts of Interest. No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consent of such interested Director; (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

7.03. Removal of Directors. Any Director may be removed from office by a majority of the other Directors, but only for cause. Additionally, the Shareholders may remove any Director from office by majority vote with or without cause. If any Director shall be removed from office pursuant to a Shareholders' vote as provided in this Article VII, the Shareholders of the Corporation may, at the meeting at which this removal is effected, elect such Director's successor. If the shareholders fail to elect successor Directors at such meeting or in the event a Director is removed by vote of the Directors, the remaining Directors, though less than a quorum, may fill such vacancy.

7.04. Limited Liability. No Director of this Corporation shall be personally liable to the Corporation or to its shareholders for monetary damages by reason of such Director's acts or omissions or such Director's breach of his fiduciary duty to the Corporation or its shareholders, except to the extent:

(a) Of the amount of financial benefit received by a Director to which he is not entitled;

(b) Such Director intentionally inflicts harm on the Corporation or one or more of its shareholders;

(c) Such Director violates the provisions of Section 16-10a-842 of the Utah Revised Business Corporation Act; or

(d) Such Director intentionally violates any provision of criminal law.

7.05. Number. The number of Directors of this Corporation shall not be less than five (5) nor more than nine (9) as fixed from time to time by the By-Laws of the Corporation. The number of Directors constituting the present Board of Directors of the Corporation is five (5) and the names and addresses of the persons who are to serve as Directors until the next annual meeting of Shareholders or until their successors are elected and shall qualify are:

Gary E. Stevenson
370 Abbey Lane
Providence, Utah 84332

David Watterson
1714 Quail Way
Logan, Utah 84321

Lynn Brenchley
524 Bringhurst Drive
Providence, Utah 84332

Roy Simonson
503 Bear Paw Lane South
Colorado Springs, Colorado 80906

S. Fred Beck
267 South 300 East
Providence, Utah 84332

ARTICLE VIII.

INCORPORATOR

8.01. The name of the Incorporators and his place of residence is as follows:

Brad H. Bearnson
80 North Satsuma
Providence, Utah 84332

ARTICLE IX.

PRINCIPAL PLACE OF BUSINESS

9.01. The principal place of business of this Corporation shall be at 1500 South 1000 West, Logan, Utah, 84321. The business of this Corporation may be carried on in all counties of the State of Utah, in all states of the United States, and in all territories thereof, and in all foreign countries as the Directors shall determine.

ARTICLE X.

SHAREHOLDER'S MEETING

10.01. Annual Meeting. The annual meeting of the Shareholders shall be held at such place and time as are prescribed in the By-Laws of the Corporation, and notice of such meeting and of any special meeting of the shareholders shall be given in the manner and for the time provided in the Corporation's By-Laws.

10.02. Procedure at Meetings. At all meetings of the shareholders, a majority of the outstanding capital stock of said Corporation shall constitute a quorum, and each share of stock shall be entitled to one (1) vote, either in person or by proxy. Should a majority not be represented at any regular or special shareholders' meeting, adjournments may be taken from time to time without further notice until a sufficient number of shares are represented to hold such a meeting.

ARTICLE XI.

PRE-EMPTIVE RIGHTS

11.01. Holders of stock of any class of the Corporation shall be entitled as a matter of right to purchase or subscribe for any part of any unissued stock of any class, or of any additional stock of

any class or capital class or capital stock of the Corporation, or of any bonds, certificates or indebtedness, debentures, or other securities convertible into stock of the Corporation, now or hereafter authorized but any such stock or other securities convertible into stock may be issued and disposed of pursuant to resolution by the Board of Directors to such persons, firms, corporations or associations and upon such terms and for such consideration (not less than the par value or stated value thereof) as the Board of Directors in the exercise of its discretion may determine and as they be permitted by law without action by the shareholders.

ARTICLE XII.

LIABILITY OF SHAREHOLDERS

12.01. The private property of the shareholders shall not be liable for corporate obligations.

ARTICLE XIII.

BY-LAWS

13.01. The Board of Directors or Shareholders by majority vote shall adopt and may from time to time amend, repeal or restate the By-Laws for the Corporation consistent with the Corporation's Articles of Incorporation.

ARTICLE XIV.

RESTRICTIONS ON TRANSFER OF SHARES

14.01. The Common Stock, mentioned above, shall be subject to restrictions of transfer and alienation according to the rules now in effect and promulgated by the Utah Securities Division and the Securities Act of 1933 as well as any amendments to either that may be subsequently adopted. All certificates of stock representing shares in the Corporation shall be marked with the following legend:

THE SHARES REPRESENTED HEREBY HAVE NEITHER BEEN REGISTERED UNDER THE FEDERAL SECURITIES ACT OF 1933 NOR UNDER THE LAWS OF ANY STATE AND ARE SUBJECT TO LIMITATIONS ON RESALE. THESE SECURITIES HAVE BEEN ACQUIRED FOR INVESTMENT PURPOSES ONLY AND MAY NOT BE SOLD OR TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT FOR THE SHARES OR THE OPINION OF APPROVED COUNSEL PRESENTED TO THE CORPORATION PRIOR TO THE PROPOSED TRANSFER OR ALIENATION THAT

REGISTRATION IS NOT REQUIRED UNDER THE ACT AND IS ALSO NOT REQUIRED BY THE UTAH SECURITIES DIVISION.

ARTICLE XV.

RE-ACQUIRED SHARES

15.01. The Board of Directors shall have the power to purchase the Corporation's issued and outstanding shares of capital stock, on a pro rata or non pro rata basis. Any such shares so purchased shall be deemed to be authorized but unissued stock.

ARTICLE XVI.

AMENDMENT

16.01. These Articles may be amended by the affirmative vote of a majority of the shares outstanding at a meeting called for that purpose upon giving of not more than thirty (30) days nor less than ten (10) days notice to all such shareholders of record; provided, however, that such a meeting may be called without notice when notice is waived in writing by all shareholders of the Corporation.

ARTICLE XVII.

NOTICES

17.01. Any notices and time limitations to shareholders, directors or officers under these Articles of Incorporation or as required by the laws of the State of Utah may be waived by such shareholder, director or officer in writing.

ARTICLE XVIII.

ADOPTION OF AMENDED AND RESTATED ARTICLES


18.01. The above Amended and Restated Articles of Incorporation of FREE MOTION FITNESS, INC. (formerly Ground Zero Design Corporation) were adopted by unanimous vote of a duly constituted quorum of the shareholders (present in person or by proxy) of the Corporation on the ____ day of November, 2001, at a special meeting of the shareholders held for this purpose. At the time of the special meeting of shareholders there was a total of 1,000 shares of the Corporation's Common Stock outstanding, all of which were entitled to vote on the matter. No other classes of

stock were outstanding. Voting was unanimous in favor of adopting the Amended and Restated Articles of Incorporation, pages 1 through 10, inclusive. The stated capital of the corporation will remain the same.

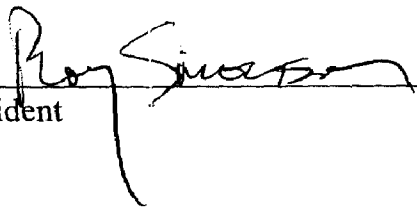
IN WITNESS WHEREOF, and by authority of resolution adopted by the Shareholders and Board of Directors of the corporation, the corporation has caused its duly authorized officers to execute this instrument this 20 day of November, 2001, and state that the signatures on these Amended and Restated Articles of Incorporation are their own act and deed and the matters stated herein are true.

FREE MOTION FITNESS, INC.

ATTEST:



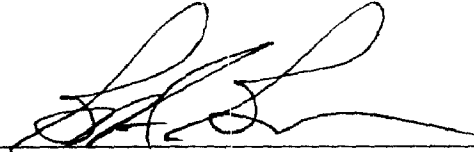
Secretary

By 

President

ACCEPTANCE AND VERIFICATION OF REGISTERED AGENT

BRAD H. BEARNSON, as the appointed Registered Agent for FREE MOTION FITNESS, INC., does hereby accept the appointment of Registered Agent for said Corporation.

A handwritten signature in black ink, appearing to read 'Brad H. Bearnson', is written over a horizontal line.

Brad H. Bearnson