

06-12-2002

Form 00000000

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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RECORDA
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DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Trotter, Inc.
10 Trotter Drive 5-29-02
Medway, MA 02053

- 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)

Cybex International, Inc.

Name: _____
Internal
Address: _____

Street Address: **10 Trotter Drive**
Medway MA 02053
City: _____ State: _____ Zip: _____

- 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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: **December 31, 1999**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,049,856 and 1,977,903

Additional number(s) attached Yes No

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

Name: **Mark J. Sever, Jr., Esquire**

Internal Address: **Archer & Greiner, P.C.**

Street Address: **One Centennial Square**

P.O. Box 3000

City: **Haddonfield** State: **NJ** Zip: **08033**

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

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

- 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.

Mark J. Sever, Jr., Esq.

Name of Person Signing

[Signature]
Signature

5/29/2002

Date

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

\$15.00

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

06/11/2002 TDIAZ1 00000133 2049856

01 FC:481 40.00 OP
02 FC:482 25.00 OP

00000197792

Refund Ref: 06/11/2002 TDIAZ1

CHECK Refund Total:

TRADEMARK
REEL: 002523 FRAME: 0728

Guidelines for Completing Trademarks Cover Sheets

Cover Sheet information must be submitted with each document to be recorded. If the document to be recorded concerns both patents and trademarks, separate patent and trademark cover sheets, including any attached pages for continuing information, must accompany the document. All pages of the cover sheet should be numbered consecutively, for example, if both a patent and trademark cover sheet is used, and information is continued on one additional page for both patents and trademarks, the pages of the cover sheet would be numbered from 1 to 4.

Item 1. Name of Conveying Party(ies).

Enter the full name of the party(ies) conveying the interest. If there is more than one conveying party, enter a check mark in the "Yes" box to indicate that additional information is attached. The name of the second and any subsequent conveying party(ies) should be placed on an attached page clearly identified as a continuation of the information in Item 1. Enter a check mark in the "No" box, if no information is contained on an attached page.

Item 2. Name and Address of Receiving Party(ies).

Enter the name and full address of the first party receiving the interest. If there is more than one party receiving the interest, enter a check mark in the "Yes" box to indicate that additional information is attached. If the receiving party is an assignee not domiciled in the United States, a designation of domestic representative is required. Place a check mark in appropriate box to indicate whether or not a designation of domestic representative is attached. Enter a check mark in the "No" box if no information is contained on an attached page.

Item 3. Nature of Conveyance.

Place a check mark in the appropriate box describing the nature of the conveying document. If the "Other" box is checked, specify the nature of the conveyance. Enter the execution date of the document. It is preferable to use the name of the month, or an abbreviation of that name, in order that confusion over dates is minimized.

Item 4. Application Number(s) or Registration Number(s).

Indicate the application number(s) including series code and serial number, and/or registration number(s) against which the document is to be recorded. Enter a check mark in the appropriate box: "Yes" or "No" if additional numbers appear on attached pages. Be sure to identify numbers included on attached pages as the continuation of Item 4.

Item 5. Name and Address of Party to whom correspondence concerning document should be mailed.

Enter the name and full address of the party to whom correspondence is to be mailed.

Item 6. Total Applications and Trademarks Involved.

Enter the total number of applications and trademarks identified for recordation. Be sure to include all applications and registrations identified on the cover sheet and on additional pages.

Block 7. Total Fee Enclosed.

Enter the total fee enclosed or authorized to be charged. A fee is required for each application and trademark against which the document is recorded.

Item 8. Deposit account Number.

Enter the deposit account number to authorize charges. Attach a duplicate copy of cover sheet to be used for the deposit charge account transaction.

Item 9. Statement and Signature.

Enter the name of the person submitting the document. The submitter must sign and date the cover sheet, confirming that to the best of the persons knowledge and belief, the information contained on the cover sheet is correct and that any copy of the document is a true copy of the original document. Enter the total number of pages including the cover sheet, attachments, and document.

This collection of information is required by 35 USC 261 and 262 and 15 USC 1057 and 1060. The information is used by the public to submit (and by the USPTO to process) patent and trademark assignment requests. After the USPTO records the information, the records for patent and trademarks, assignments, and other associated documents can be inspected by the public. To view documents recorded under secrecy orders or documents recorded due to the interest of the federal government, a written authorization must be submitted. This collection is estimated to take 30 minutes to complete, including gathering, preparing, and submitting the form to the USPTO. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Manager of the Assignment Division, Crystal Gateway 4, Room 310, 1213 Jefferson Davis Highway, Arlington, Va. 22202. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C., 20231.

F991222000037

CSC 45

**CERTIFICATE OF MERGER
OF
TROTTER INC.
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 January 20, 1993, is Trotter Inc. The surviving corporation is not qualified to do business in New York State and shall not conduct any business until an Application for Authority has been filed.

THIRD: 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.

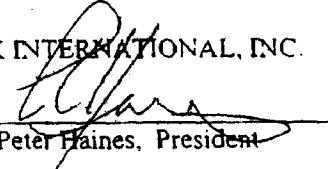
FOURTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

CLASS	NUMBER
Common Stock	100

FIFTH: The effective date of the merger shall be December 31, 1999.

Signed on: December 7, 1999

CYBEX INTERNATIONAL, INC.

By: 
Peter Haines, President

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Eff. 12/31/99

CERTIFICATE OF MERGER
OF
TROTTER INC.

INTO

CYBEX INTERNATIONAL, INC.

Section 905 of the Business Corporation Law

Dec 22 8 48 AM '99 Dec 17 4 09 PM '99

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ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

DEC 22 1999

JAN
Suffolk

Filer: Archer & Greiner, P. C.
One Centennial Square
Haddonfield, NJ 08033
Cust. Ref#518899SAM

DRAWDOWN

Dec 21 2 25 PM '99

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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 **MAY 08 2002**



A handwritten signature in cursive script, appearing to read "J. Laibe", followed by a horizontal line.

Special Deputy Secretary of State

DOS-1266 (7/00)