

F96000003500

1201 HAYS STREET  
TALLAHASSEE, FL 32301-3607  
TEL 225-3400  
FAX 225-340111

800-142-8086

**CSC networks**  
PROFESSIONAL  
TELEPHONE & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032  
REFERENCE : -012844 4300090  
AUTHORIZATION : Patricia Fyfe  
COST LIMIT : \$ 70.00

ORDER DATE : July 8, 1996  
ORDER TIME : 10:46 AM  
ORDER NO. : 012844  
CUSTOMER NO: 4300090

CUSTOMER: Liza Cassar, Legal Asst  
Baer, Marks & Upham  
805 Third Avenue  
19th Fl.  
New York, NY 10022

200001888682

FOREIGN FILINGS

NAME: UNIVERSAL ACQUISITION I  
CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX        PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 10 PM 2:25  
7/10  
55 JUL 10 PM 1:14  
JENNIFER MORAN

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:**

1. Universal Acquisition I Corp.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 22, 1996 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. c/o Baer Marks & Upham LLP 805 Third Avenue  
New York, New York 10022  
(Current mailing address)

8. Manufacture gym equipment  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

**9. Name and street address of Florida registered agent:**

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(Zip Code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

By: Corporation Service Company  
[Signature]  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUN 10 PM 2:25

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: Mark L. Friedman

Address: c/o Baer Marks & Upham LLP

805 Third Avenue, New York, New York 10022

Director: H. Sean Mathis

Address: 1301 Avenue of the Americas

New York, New York 10019

Director: John J. Borer III

Address: 2 World Financial Center

New York, New York

B. OFFICERS

President: H. Sean Mathis

Address: 1301 Avenue of the Americas

New York, New York 10019

Vice President: Mark L. Friedman

Address: c/o Baer Marks & Upham LLP

805 Third Avenue, New York, New York 10022

Secretary: Mark L. Friedman

Address: c/o Baer Marks & Upham LLP

805 Third Avenue, New York 10022

Treasurer: John J Borer III

Address: 2 World Financial Center

New York, New York

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Mark L. Friedman Vice President

(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 10 PM 2:25

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 "UNIVERSAL ACQUISITION I CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JULY A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 10 PM 2:25



*Edward J. Freel*

Edward J. Freel, Secretary of State

2616392 8300

960199202

AUTHENTICATION:

8018711

DATE:

07-09-96

F9600003500



# networks

**PERSONAL  
COMMUNICATION SERVICES**

ACCOUNT NO. : 072100000032

REFERENCE : 080284 4300090

AUTHORIZATION : R4-TPH

COST LIMIT : \$ 35.00

ORDER DATE : September 10, 1996

ORDER TIME : 10:02 AM

ORDER NO. : 080284

CUSTOMER NO: 4300090

CUSTOMER: Liza Cassar, Legal Asst  
Baer, Marks & Upham  
805 Third Avenue  
19th Fl.  
New York, NY 10022 /

800001945593

SEP 12 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## FOREIGN FILINGS

NAME: UNIVERSAL ACQUISITION I CORP.

XX PROFIT  
NON-PROFIT

XXX CORPORATE  
           LIMITED PARTNERSHIP

**XXXX AMENDMENT**

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_  
XX \_\_\_\_\_  
\_\_\_\_\_  
CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

RECEIVED  
56 SEP 12 11:11:27  
DIVISION OF ORIENTATION

AC  
026-12

## PROFIT CORPORATION

### APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

#### SECTION I

(1-3 must be completed)

1. Universal Acquisition I Corp.

Name of corporation as it appears on the records of the Department of State.

2. Delaware

Incorporated under the laws of

3. July 10, 1996

Date authorized to do business in Florida

FILED  
SEP 12 PM 3 39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 22, 1996

5. Universal Gym Equipment, Inc.

Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
New Jurisdiction



Signature

Mark L. Friedman

Typed or printed name

September 4, 1996

Date

Vice Chairmen

Title

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "UNIVERSAL ACQUISITION J CORP.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "UNIVERSAL GYM EQUIPMENT, INC.", THE TWENTY-SECOND DAY OF JULY, A.D. 1996, AT 9:01 O'CLOCK A.M.



2616392 8320  
960262009

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

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Edward J. Freel, Secretary of State

AUTHENTICATION:

8098037

DATE:

09-10-96