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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: CYBEX U.S.A., CORP.

AUDIT NUMBER.....H98000001476

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 23, 1998

EMPIRE

SUBJECT: CYBEX U.S.A. CORP.  
REF: W98000001586

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 7 states there will be 3 director(s), whereas 2 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: E98000001476  
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ARTICLES OF INCORPORATION

OF

CYBEX U.S.A. CORP.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be CYBEX U.S.A. Corp.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on January 26, 1998 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is 3900 NW 79 Ave. #417, Miami FL 33166.

ARTICLE IV - STATED CAPITAL

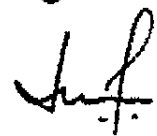
The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	\$1.00

Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by:  
Ann Fisher, P.A.  
1514 Zuleta Ave.  
Coral Gables FL 33146  
305-665-5944  
Fla Bar No: 0328227

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ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is Jorge Santos Costa,  
3900 NW 79 Ave. #417, Miami FL 33166.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is Jorge Santos Costa, 3900  
NW 79 Ave. #417, Miami FL 33166.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be  
increased or decreased from time to time thereafter according to the bylaws of the corporation but  
shall never be less than one. The names and street addresses of the initial directors of this  
corporation are:

Jorge Santos Costa  
c/o Solutions Trading Company  
3900 NW 79 Ave. #417  
Miami FL 33166

David Carbajo  
c/o Cybex Espana S.L.  
Carrer Joan Maragall #8  
Edifici Xelo 3B  
Andorra La Vella

Ricardo Duran  
c/o Solutions Trading Company  
3900 NW 79 Ave. #417  
Miami FL 33166

ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's  
debts. The corporation shall have a first lien on the shares of its shareholders and upon the  
dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with  
not less than a two-thirds vote of the common stock.

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IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of

Incorporation this 22 day of January, 1998.
  
 Incorporator

## ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
 Registered Agent
Date: 1/22/98

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