

P 98000087422

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Department of State
Division of Corporations
409. E. Gaines St.
Tallahassee, FL 32399

Subject: CYBEX INTERNATIONAL CORPORATION
(proposed corporate name)

Enclosed please find an original and one copy of the articles
of incorporation for the above corporation and check in the
amount of \$ 78.75.

From:

Escarpio & Company
10661 N. Kendall DR S. 204
Miami, FL 33176
(305) 275-0055

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-10/12/98-01048-018
*****78.75 *****78.75

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98 OCT 12 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall

OCT 13 1998

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ARTICLES OF INCORPORATION
OF
CYBEX INTERNATIONAL CORPORATION

FILED

ARTICLE I - NAME

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation shall be:

CYBEX INTERNATIONAL CORPORATION

ARTICLE II - ADDRESS

The address of the principal office until further notice
is: 8730 SW 133 Ave. Rd. Apt. 102, Miami, FL 33183.

ARTICLE III - CAPITAL STOCK

The number of shares that this corporation is authorized
to have outstanding is one thousand (1,000) common shares
at one (\$1.00) dollar par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation is: Patricia
Izquierdo and the registered office is 8730 SW 133 Ave. Rd.
Apt. 102, Miami, FL 33183.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation is:

Alejandro Reyes
8730 SW 133 Ave. Rd. Apt. 102
Miami, FL 33183

ARTICLE VI - DURATION

This corporation shall have a perpetual existence unless
dissolved according to law.

ARTICLE VII - PURPOSE

The purposes for which this corporation is organized are:

- (a) To engage and transact any and all lawful business which corporations normally do within the State of Florida.
- (b) To operate any legal business at the wholesale or retail level (or both) including but not limited to the services of an export-import operation.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any agent, to the full extent permitted by law.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

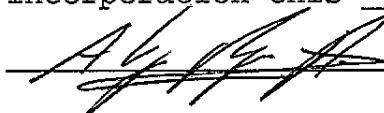
The business of this corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of four directors as follows:

Alejandro Reyes	Director and President 8730 SW 133 Ave. Rd. Apt. 102, Miami, FL
Claudio Henriquez	Director and Vice-Pres. 8730 SW 133 Ave. Rd. Apt. 102, Miami, FL
Maria Patricia Izquierdo	Director and Secretary 8730 SW 133 Ave. Rd. Apt. 102, Miami, FL
Veronica Vogel	Director and Treasurer 8730 SW 133 Ave. Rd. Apt. 102, Miami, FL

ARTICLE X - BY-LAWS

The Board of Director shall adopt By-Laws for this Corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 05 day of October 1998.

 Alejandro Reyes

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registererd agent, in the State of Florida.

1. The name of the corporation is _____


CYBEX INTERNATIONAL CORPORATION

2. The name and address of the registered agent and office is:

Name Maria Patricia Izquierdo

Address 8730 SW 133 Ave. Rd. Apt. 102, Miami, FL

The following officer of this corporation has authorized the above person and office to be its registered agent and registered office.

Signature 

President

Title _____

Date 10-05-98

ACCEPTANCE BY 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 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

Signature 

Date 10-05-98

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