

PATENT ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/08/2006
CONVEYING PARTY DATA	
Name	Execution Date
Nautilus Human Performance Systems, Inc.	03/03/2006
RECEIVING PARTY DATA	
Name:	Nautilus, Inc.
Street Address:	16400 SE Nautilus Drive
City:	Vancouver
State/Country:	WASHINGTON
Postal Code:	98683
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6910994
CORRESPONDENCE DATA	
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ATTORNEY DOCKET NUMBER:	33591/US
NAME OF SUBMITTER:	Ginny Sawatzke F/B/O Lee R. Osman
Total Attachments: 2 source=ArticlesofMerger#page1.tif source=ArticlesofMerger#page2.tif	

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**ARTICLES OF MERGER  
OF  
NAUTILUS HUMAN PERFORMANCE SYSTEMS, INC.  
AND  
NAUTILUS, INC.**

To the State Corporation Commission  
Commonwealth of Virginia

Pursuant to the provisions of the Virginia Stock Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby submit the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the Commonwealth of Virginia, and which is subject to the provisions of the Virginia Stock Corporation Act, is Nautilus Human Performance Systems, Inc.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Washington, is Nautilus, Inc.

3. The outstanding shares of Nautilus Human Performance Systems, Inc. are all owned by Nautilus, Inc.

4. The following is the Plan of Merger for merging Nautilus Human Performance Systems, Inc. into Nautilus, Inc., as approved by resolution of the Board of Directors of Nautilus, Inc.:

"1. Nautilus, Inc., which is a business corporation of the State of Washington and is the owner of all of the outstanding shares of Nautilus Human Performance Systems, Inc., which is a business corporation of the Commonwealth of Virginia, hereby merges Nautilus Human Performance Systems, Inc. into Nautilus, Inc. pursuant to the provisions of the Virginia Stock Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Nautilus, Inc.

"2. The separate existence of Nautilus Human Performance Systems, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Virginia Stock Corporation Act; and Nautilus, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. The issued shares of Nautilus Human Performance Systems, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

"4. The Board of Directors and the proper officers of Nautilus, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

"5. Nautilus, Inc. is the owner of all of the issued shares of Nautilus Human Performance Systems, Inc., and Nautilus, Inc. waived the mailing of a copy of the plan of merger."

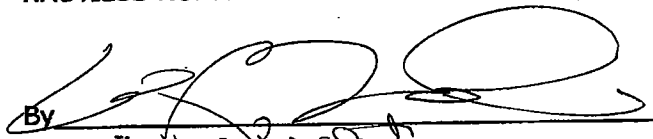
5. Shareholder approval was not required for the reason that Subsection A of Section 13.1-719 of the Virginia Stock Corporation Act so provides.

6. The laws of the jurisdiction of organization of Nautilus, Inc. permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of Nautilus, Inc.; and the merger of Nautilus Human Performance Systems, Inc into Nautilus, Inc. is in compliance with the laws of the jurisdiction of organization of Nautilus, Inc.

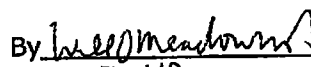
7. The effective time and date of the merger of Nautilus Human Performance Systems, Inc. into Nautilus, Inc. in the Commonwealth of Virginia shall be the date on which the State Corporation Commission of the Commonwealth of Virginia issues a Certificate of Merger.

Executed on March 3, 2006.

NAUTILUS HUMAN PERFORMANCE SYSTEMS, INC.

By   
Its Vice President  
President or Vice-President

NAUTILUS, INC.

By   
Its VP  
President or Vice-President