

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ATHLETES' PERFORMANCE, INC.

Athletes' Performance, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**Corporation**"), does hereby certify as follows:

FIRST: That, by written action of the Board of Directors of the Corporation, resolutions were duly adopted, proposing and declaring advisable that the Amended and Restated Certificate of Incorporation of the Corporation, be amended and that such amendments be submitted to the stockholders of the Corporation for their consideration, as follows:

RESOLVED: That the Board of Directors of the Corporation recommends and deems it advisable that the Amended and Restated Certificate of Incorporation, be amended by deleting the first paragraph of Article FOURTH thereof in its entirety and substituting therefor the following:

"FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue shall be Seventy-Five Million Eight Hundred Eighty Thousand Five Hundred Ninety-Two (75,880,592) shares, consisting of Twenty-Five Million Eight Hundred Eighty Thousand Five Hundred Ninety-Two (25,880,592) shares of Preferred Stock, par value \$0.001 per share (the "**Preferred Stock**"), and Fifty Million (50,000,000) shares of Common Stock, par value \$0.001 per share (the "**Common Stock**"). The Preferred Stock shall be issued in five series, of which (a) Five Million Two Hundred Fifty Thousand Nine Hundred Ninety-Four (5,250,994) shares shall be designated Series A Convertible Preferred Stock (the "**Series A Preferred Stock**"), (b) Two Million Seven Hundred Forty-Six Thousand Four Hundred Twenty-Three (2,746,423) shares shall be designated Series B Convertible Preferred Stock (the "**Series B Preferred Stock**"), (c) Three Million Two Hundred Thirty Thousand Three Hundred Seventy (3,230,370) shares shall be designated Series C Convertible Preferred Stock (the "**Series C Preferred Stock**"), (d) Three Million Two Hundred Thirty-Eight Thousand Nine Hundred Seventeen (3,238,917) shares shall be designated Series D Convertible Preferred Stock (the "**Series D Preferred Stock**"), and (e) Eleven Million Four Hundred Thirteen Thousand Eight Hundred Eighty-Eight (11,413,888) shares shall be designated Series E Convertible Preferred Stock (the "**Series E Preferred Stock**")."

RESOLVED: That the Board of Directors of the Corporation recommends and deems it advisable that the Amended and Restated Certificate of Incorporation, be amended by substituting the date "March 9, 2020" for the date "July 2, 2018" in the first sentence of Article FOURTH, Part B, Section 6(a) of the Amended and Restated Certificate of Incorporation

RESOLVED: That the aforesaid proposed amendments be submitted to the stockholders of the Corporation for their consideration.

RESOLVED: That following the stockholders' approval of the amendments as required by law, the officers of this Corporation be, and they hereby are, and each of them acting singly hereby is, authorized and directed to (i) prepare, execute and file with the Secretary of State of the State of Delaware a Certificate of Amendment to the Corporation's Certificate of Incorporation setting forth the amendments and (ii) take any and all other actions necessary, desirable or convenient to give effect to such Certificate of Amendment or otherwise to carry out the purposes of the foregoing resolutions;

SECOND: That in lieu of a meeting and vote of the stockholders, the stockholders have given written consent to said amendments in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of sections 228 and 242 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Daniel Burns, its Chief Executive Officer, this 8th day of December, 2014.

ATHLETES' PERFORMANCE, INC.

By: /s/ Daniel Burns
Daniel Burns, CEO