

State of Delaware
Secretary of State
Division of Corporations
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**CERTIFICATE OF INCORPORATION
OF
ATHLETES' PERFORMANCE, INC.**

**ARTICLE 1
NAME**

The name of the corporation is:

ATHLETES' PERFORMANCE, INC.

**ARTICLE 2
REGISTERED OFFICE AND AGENT**

The address, including street, number, city, and county of the registered office of the corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, New Castle county. The name of its registered agent at such address is Corporation Service Company.

**ARTICLE 3
NATURE OF BUSINESS**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law ("DGCL").

**ARTICLE 4
AUTHORIZED SHARES**

The total number of shares of stock which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares, all of which have a par value of \$.001 per share. All such shares are of one class and are shares of Common Stock.

**ARTICLE 5
INCORPORATOR**

The name and mailing address of the sole incorporator are as follows:

Name	Mailing Address
Carter Allen, Esq.	CGA Technology Counsel of Allen, P.C. 3361 East Terrell Branch Court Marietta, Georgia 30067

ARTICLE 6 INITIAL DIRECTORS

The name and mailing address of the initial directors of the corporation who shall serve until the first annual meeting of stockholders or until their successors are elected and qualified, are as follows:

Name

Mark Verstegen

Mailing Address

650 S. Athletes' Place, Tempe AZ 85281

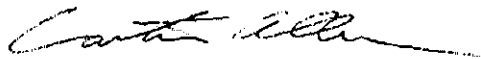
ARTICLE 7 LIMITATION OF DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived any improper personal benefit.

ARTICLE 8 INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of the DGCL, as may be amended and supplemented, indemnify its directors from and against any and all of the expenses, liabilities, or other matters referred to in or covered by the DGCL. Any indemnification effected under this provision shall not be deemed exclusive of rights to which those indemnified may be entitled under any Bylaw, vote of stockholders or disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director and shall inure to the benefit of the heirs, executors and administrators of such a person.

THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the DGCL, does make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly has hereunto set my hand this 5th day of June in the year 2006.



Carter Allen, Esq
Sole Incorporator