

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 in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation duly adopted resolutions, pursuant to Section 242 of the General Corporation Law of the State of Delaware, proposing and declaring advisable that the Amended and Restated Certificate of Incorporation of the Corporation be amended and that such amendment be submitted to the stockholders of the Corporation for their consideration, as follows:

RESOLVED: That the Directors recommend and deem it advisable that the Amended and Restated Certificate of Incorporation of the Corporation be amended by deleting the first paragraph of Article FOURTH thereof in its entirety and substituting for such first paragraph a new paragraph as follows:

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue shall be Sixty-Six Million Nine Hundred Thirteen Thousand Six Hundred Sixty-Nine (66,913,669) shares, consisting of Twenty-Two Million Four Hundred Sixty-Seven Thousand Eighty-Eight (22,467,088) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock"), and Forty-Four Million Four Hundred Forty-Six Thousand Five Hundred Eighty-One (44,446,581) 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) Eight Million Three Hundred Eighty-Four (8,000,384) shares shall be designated Series E Convertible Preferred Stock (the "Series E Preferred Stock").

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

RESOLVED: That, following the approval of the amendment by the stockholders of the Corporation as required by law, each of the officers of the Corporation be, and they hereby are, and each of them hereby is, authorized, for and on behalf of the Corporation and in its name, to execute the amendment and to file the amendment with the Secretary of State of the State of Delaware, and to file with the proper state official of any state in which the Corporation is authorized to do business as a foreign corporation such evidence of the amendment and any other instruments as may be required by law.

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

THIRD: That the aforesaid amendment was 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 Mark Verstegen, its President, this 2 day of July, 2012.

ATHLETES' PERFORMANCE, INC.

By: 

Mark Verstegen, *President*