

**STATE OF DELAWARE**  
**CERTIFICATE OF MERGER OF**  
**FOREIGN CORPORATION INTO**  
**A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is ATHLETES' PERFORMANCE, INC., a Delaware corporation and the name of the corporation being merged into this surviving corporation is ATHLETES' INC., a Georgia corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is ATHLETES' PERFORMANCE, INC., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 1,000 shares of common stock authorized and par value of 0.01 per share.

**SIXTH:** The merger is to become effective on June 12, 2006.

**SEVENTH:** The Agreement of Merger is on file at 650 S. Athletes' Place, Tempe AZ 85281, an office of the surviving corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF,** said surviving corporation has caused this certificate to be signed by an authorized officer, this 12<sup>th</sup> day of June 2006.

ATHLETES' PERFORMANCE, INC.

By: Dan Burns  
Dan Burns, Chief Operating Officer