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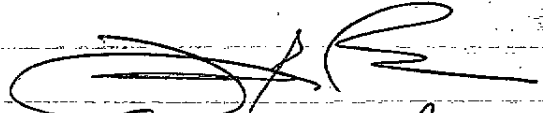
FILED IN STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 JUL 23 PM 3:03

To Whom it may concern

Please file the enclosed Amended and Restated Articles of Incorporation and mail us a certified copy of same to

3330 Cumberland Blvd
Suite 500
Atlanta, GA 30168

Thank you for your prompt action in this matter.


FRANCES E. PACE

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03/08/02--01041--017

*****43.75 *****43.75

~~Amended & Restated~~

Amend

V SHEPARD JUL 24 2002

FROM : PACE and ASSOCIATES, PC

FAX NO. : 678 731, 0035

May. 14 2002 04:08PM P1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 15, 2002

FRANCES E. PACE
3330 CUMBERLAND BLVD., STE. 500
ATLANTA, GA 30168

SUBJECT: FLEXIN ATHLETICS INCORPORATED
Ref. Number: P00000072385

We have received your document for FLEXIN ATHLETICS INCORPORATED and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 902A00015622

RECEIVED
02 MAY 22 AM 8:20
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 20, 2002

FRANCES E. PACE
3330 CUMBERLAND BLVD.
SUITE 500
ATLANTA, GA 30168

SUBJECT: FLEXIN ATHLETICS INCORPORATED
Ref. Number: P00000072385

We have received your document for FLEXIN ATHLETICS INCORPORATED and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Please accept our apology for failing to mention this in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 902A00032159

Rec'd 7/23

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLEXIN ATHLETICS, INCORPORATED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 23 PM 3: 03

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation, through the undersigned sole shareholder, adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted: The following Articles are being amended:

Article 2: Principal Office – The new principal office of the corporation shall be at 3330 Cumberland Boulevard, Suite 500, Atlanta, Georgia 30339.

Article 4: Capital Stock – The authorized shares of the corporation are amended to be 50,000,000 shares, 25,000,000 shares designated Common Stock, at \$.01 par value per share, and 25,000,000 shares shall be designated as Preferred Stock, at \$.01 par value per share.

The designations and the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of the shares of each class of stock are as follows:

4.1 Preferred Stock.

The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The description of shares of each series of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption shall be as set forth in resolutions adopted

by the Board of Directors, and articles of amendment shall be filed with the Florida Secretary of State as required by law to be filed with respect to issuance of such Preferred Stock, prior to the issuance of any shares of such series.

The Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock and, if and to the extent from time to time required by law, by filing articles of amendment which are effective without Shareholder action to increase or decrease the number of shares included in each series of Preferred Stock, but not below the number of shares then issued, and to set or change in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series. Notwithstanding the foregoing, the Board of Directors shall not be authorized to change the right of holders of the Common Stock of the Corporation to vote one vote per share on all matters submitted for shareholder action. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

- (a) the annual dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;
- (b) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;
- (c) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

- (d) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;
- (e) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;
- (f) the rights of the shares of stock series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and
- (g) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

The shares of Preferred Stock of any one series shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall cumulate, if cumulative.

4.2 Common Stock

Subject to all of the rights of the Preferred Stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article 3, the Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the Corporation's Articles of Incorporation, including, but not limited to, the following rights and privileges:

- (a) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;

- (b) the holders of Common Stock shall leave the right to vote for the election of directors and on all other matters requiring stockholder action, each share being entitled to one vote; and
- (c) upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

Article 5: Initial Officers – This Article shall be amended to be titled Elected Officers, the Elected Officers of the Corporation are:

S. Isaac Daniel, President
Conrad N. Hill, Chief Operating Officer
Frances E. Pace, General Counsel
Michelle Elvis, VP– Administrative Services
Steve Skelton, Chief Financial Officer
Jason Jeong, VP- Product Development
Damian Crosby, VP- Marketing/Sales & Promotion

Article 6: Registered Agent. - The Registered Agent of the Corporation shall be S. Isaac Daniel, at such address shall be 950 S. Pine Highland Road, Suite 150-101, Plantation, Broward County, Florida 33324.

SECOND:

The following Articles are being added:

Article 8: Corporate Seal – The Seal impressed on the margin of this page is hereby the seal of the Corporation.

Article 9: Fiscal Year - The fiscal year of the Corporation is hereby determined to commence on January 1 of each year and end on December 31 of the same year.

THIRD:

These amendments, specifically Articles 8 & 9 are adopted on this sixth day of March, 2002.

FOURTH:

The amendments were adopted by the sole shareholder.

Signed this 30th day of April, 2002



Signature

S. ISAAC DANIEL

Printed Name

PRESIDENT/CEO

Title

Signed this 30th day of April, 2002

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Registered Agent's Signature

S. ISAAC DANIEL

Printed Name