



CERTIFICATE OF AMENDMENT
OF

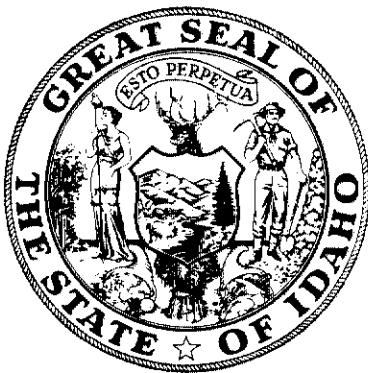
PRO-FIT SPORTS, INC.

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of PRO-FIT SPORTS, INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated May 26, 19 88



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT
to the SECRETARY OF STATE
ARTICLES OF INCORPORATION
of
PRO-FIT SPORTS, INC.

Pursuant to the provisions of section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is PRO-fit Sports, Inc.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on May 26, 1988, in the manner prescribed by the Idaho Business Corporation Act:

Article V is hereby amended to read as follows:

V.

The total authorized number of shares of this corporation shall be 60,000, which said shares shall be divided into two classes of capital stock as follows: 50,000 shares of common stock, no par value, and 10,000 shares of preferred stock, \$10.00 par value.

The express terms and provisions of the shares classified and designated as common stock are as follows:

(a) The holders of said shares shall be entitled to one vote per share at all meetings of the shareholders of this corporation and shall be entitled to cumulate their votes for the election of directors of this corporation.

(b) In the event of the dissolution or liquidation of this corporation, the holders of the shares of common stock shall be entitled to all of the residue of the assets, subject to the

express terms and provisions of the shares designated as preferred stock, and shall receive payment therefor in proportion to the shares held by them respectively.

(c) Subject to the express terms and provisions of the shares designated as preferred stock, the holders of the shares of common stock shall have all of the rights, interests, powers, and privileges of shareholders of corporations for profit as provided by law, without any restrictions, qualifications, or limitations thereof.

The express terms and provisions of the shares classified and designated as preferred stock are as follows:

(a) The holders of said shares shall not be entitled to vote their shares at any meetings of the shareholders of this corporation.

(b) The holders of said shares shall not be entitled to any dividends.

(c) In the event of dissolution or liquidation of this corporation, the holders of the preferred stock shall be entitled to be paid out of the assets distributable to the stockholders of the corporation the par value of the preferred stock before any assets of the corporation shall be distributed or paid over to the holders of the common stock.

(d) The preferred stock shall be redeemed each year by the corporation for a five-year period for nontransferable retail credit to be used in the corporation's retail store. Retail credit in the amount of \$5,500.00 for each 500 shares of preferred stock will be issued on the following schedule:

Year One:	33 shares of preferred stock redeemed for	\$ 366.67 of retail credit
Year Two:	67 shares of preferred stock redeemed for	\$ 733.33 of retail credit
Year Three:	100 shares of preferred stock redeemed for	\$1,000.00 of retail credit
Year Four:	133 shares of preferred stock redeemed for	\$1,466.67 of retail credit
Year Five:	167 shares of preferred stock redeemed for	\$1,833.33 of retail credit

Once issued, the credit may be used at any time. The redemption of the preferred stock and the issuance of the retail credit may be postponed by the corporation for up to two years. If the redemption of the preferred stock and the issuance of the credit is postponed, an additional credit of \$100.00 per year of postponement will be issued by the corporation.

(e) The holders of the preferred stock will have no other rights, interests, powers, or privileges whatsoever except as set forth above.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 30,500 shares of common stock and no shares of preferred stock, and the number of shares entitled to vote thereon was 30,500 shares of common stock.

FOURTH: The number of shares of common stock voted for such amendment was 30,500, and the number of shares of common stock voted against such amendment was zero (0).

DATED May 26, 1988.

PRO-fit Sports, Inc.

By R. Beau Parent
R. Beau Parent, President

and

By BZ Parent
BZ Parent, Assistant Secretary

STATE OF IDAHO)
) ss.
County of Ada)

I, Jennifer C. Lawrence, a notary public, do hereby certify that on this 26 day of May, 1988, personally appeared before me R. Beau Parent, who, being by me first duly sworn, declared that he is the President of PRO-fit Sports, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Jennifer C. Lawrence
Notary Public for Idaho
Residing at Boise
Commission Expires 8-1-92

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to the
ARTICLES OF INCORPORATION
of
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(b) In the event of the dissolution or liquidation of this corporation, the holders of the shares of common stock shall be entitled to all of the residue of the assets, subject to the

express terms and provisions of the shares designated as preferred stock, and shall receive payment therefor in proportion to the shares held by them respectively.

(c) Subject to the express terms and provisions of the shares designated as preferred stock, the holders of the shares of common stock shall have all of the rights, interests, powers, and privileges of shareholders of corporations for profit as provided by law, without any restrictions, qualifications, or limitations thereof.

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(b) The holders of said shares shall not be entitled to any dividends.

(c) In the event of dissolution or liquidation of this corporation, the holders of the preferred stock shall be entitled to be paid out of the assets distributable to the stockholders of the corporation the par value of the preferred stock before any assets of the corporation shall be distributed or paid over to the holders of the common stock.

(d) The preferred stock shall be redeemed each year by the corporation for a five-year period for nontransferable retail credit to be used in the corporation's retail store. Retail credit in the amount of \$5,500.00 for each 500 shares of preferred stock will be issued on the following schedule:

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THIRD: The number of shares of the corporation outstanding at the time of such adoption was 30,500 shares of common stock and no shares of preferred stock, and the number of shares entitled to vote thereon was 30,500 shares of common stock.

FOURTH: The number of shares of common stock voted for such amendment was 30,500, and the number of shares of common stock voted against such amendment was zero (0).

DATED May 26, 1988.

PRO-fit Sports, Inc.

By R. Beau Parent
R. Beau Parent, President

and

By BZ Parent
BZ Parent, Assistant Secretary

STATE OF IDAHO)

County of Ada)

ss.

I, Jennifer C. Lawrence, a notary public, do hereby certify that on this 16 day of May, 1988, personally appeared before me R. Beau Parent, who, being by me first duly sworn, declared that he is the President of PRO-fit Sports, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Jennifer C. Lawrence
Notary Public for Idaho

Residing at Boise

Commission Expires 8-1-92