

January 4, 2007

Secretary of State
State of Idaho
700 W. Jefferson
Boise, ID 83702

Q139875

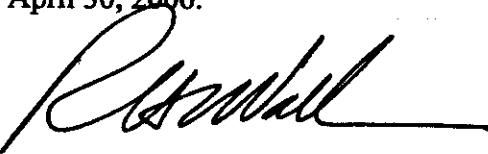
Resigned
officer

FILED EFFECTIVE

2007 JAN 16 AM 10:24

SECRETARY OF STATE
STATE OF IDAHO

This letter will serve as notice that I have resigned my position as President of The Athletic Training Center, Inc. and no longer serve as an officer of the corporation, effective April 30, 2006. Enclosed is a copy of my corporate notice of resignation dated April 30, 2006.




Robert N. Walker
1873 E. Parkhurst Ct.
Eagle, ID 83616

The Athletic Training Center, Inc.
10259 W. Emerald
Suite 160
Boise, ID 83704

RESIGNATION

The undersigned hereby resigns as an officer and director of The Athletic Training Center, Inc., and relinquishes all of his rights, duties and entitlements of such positions effective as of the date of this Resignation.

EFFECTIVE: April 30, 2006.


Robert N. Walker, M.D.

2007 JAN 16 AM 10:24
SECRETARY OF STATE
STATE OF IDAHO

RESIGNATION - 1

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Files\Content.IE5\GATKT200\Resignation.doc

THE ATHLETIC TRAINING CENTER, INC.
CONSENT IN LIEU OF SPECIAL MEETING OF THE SHAREHOLDERS AND
BOARD OF DIRECTORS AND RESOLUTIONS

The undersigned, being all of the Shareholders and members of the Board of Directors ("Board") of The Athletic Training Center, Inc., an Idaho Corporation ("Company"), by this instrument in lieu of a special meeting of the Shareholders and the Board, hereby consent to the adoption of the following resolutions, which resolutions will be deemed adopted when all of the Shareholders and members of the Board have signed this Consent or a counterpart of this Consent, and hereby waive any notices required by law with respect thereto:

SALE OF STOCK

The Shareholders and the Company have been advised by Shareholder Robert N. Walker, M.D. ("Walker") that he desires to sell all of his shares of stock in the Company, consisting of 3,800 shares of common, voting stock, to Todd Hine, the current vice-president of the Company ("Hine"). Walker's spouse Eloisa S. Walker has a community property ownership in and to his shares of Company stock and is a party to this Consent. The sale of the stock will be in the form of a Stock Purchase Agreement and related Promissory Note and Pledge and Security Agreement entered into between Walker and Hine. Copies of such documents are attached hereto as Exhibit 1.

Additionally, the Company will be a signatory to the Stock Purchase Agreement and will incur certain liabilities under the agreement prior to the closing of Walker's stock sale to Hine to: (1) ensure that the Company's equipment loan with Key Bank of Idaho will be paid in full; (2) that Walker in cooperation with Hine is released from all liabilities under the Company's current commercial real estate lease with DBSI, Inc.; and (3) properly account for and collect the Company's accounts receivable.

It is hereby resolved that the Shareholders and Board believe it to be in the best business interest of the Company to approve Walker's sale of his stock in the Company to Hine and that the Company accept all duties and liabilities agreed to under the terms of the Stock Purchase Agreement. The President or Vice-President of the Company may execute the Stock Purchase Agreement on behalf of the Company and execute such other documents and take such other action as is necessary to carry out these Resolutions.

The Secretary of the Company is directed to place a copy of these Resolutions in the Company's records.

EFFECTIVE: April 30, 2006.

"SHAREHOLDERS"

Robert N. Walker, M.D.

**Eloisa S. Walker, through her community
property interest in Robert N. Walker's
Company stock**

"BOARD OF DIRECTORS"

Robert N. Walker, M.D.

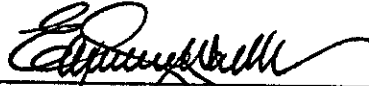

Todd Hine

EFFECTIVE: April 30, 2006.

"SHAREHOLDERS"

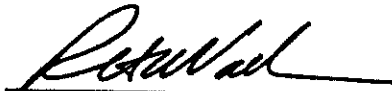


Robert N. Walker, M.D.



Eloisa S. Walker, through her community
property interest in Robert N. Walker's
Company stock

"BOARD OF DIRECTORS"



Robert N. Walker, M.D.

Todd Hine

CONSENT IN LIEU OF SPECIAL MEETING - 2

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Minutes.doc