

**ARTICLES OF INCORPORATION
OF
ATHLETES CHOICE APPAREL, INC.**

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**SECRETARY OF STATE
STATE OF IDAHO**

The undersigned, for the purpose of forming a Corporation under the provisions of the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation:

ARTICLE I.

The name of the Corporation shall be ATHLETES CHOICE APPAREL, INC.

ARTICLE II.

The Corporation shall have perpetual existence, and the nature of the business or purposes to be conducted or promoted by the Corporation is to transact any and all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III.

The street address of the registered agent of the Corporation in the State of Idaho is 10733 N. Government Way, Hayden, Idaho 83835. The name of its registered agent at such address is Paul Lawson.

ARTICLE IV.

4.1 The Corporation is authorized to issue one class of capital stock, to be designated "Common Stock," at no par value. The total number of shares of Common Stock the Corporation shall have the authority to issue is ten thousand (10,000) shares.

4.2 The holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of shareholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

ARTICLE V.

The property, business, and affairs of the Corporation shall be managed by a Board of Directors consisting of one (1) director. The number of directors may be increased in the manner provided in the Bylaws. Paul Lawson shall serve as director until the first annual meeting of shareholders or until his successor is elected and qualified. The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

ARTICLE VI.

To the full extent permitted by the Idaho Business Corporation Act or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable for monetary damages to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

ARTICLE VII.

Each person who is or was or had agreed to become a director or officer of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the Idaho Business Corporation Act or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article VII. No amendment to or repeal of this Article VII shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

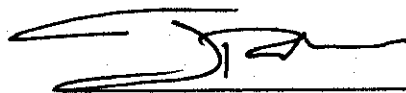
ARTICLE VIII.

The name and address of the incorporator is Terrance R. Harris, 700 Northwest Blvd., P.O. Box 1336, Coeur d'Alene, Idaho 83816.

ARTICLE IX.

The mailing address of the Corporation is 10733 N. Government Way, Hayden, Idaho 83835.

IN WITNESS WHEREOF, the incorporator herein above named has executed these Articles of Incorporation this 20th day of June, 2008.



Terrance R. Harris, Incorporator