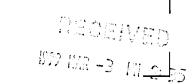
FORM PTO-1618A Expires 06/30/99 OMB 0651-0027



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Conveying Party Mark if additional names of conveying parties attached Name In-Line Sport Systems, Inc. Mark if additional names of conveying parties attached Month Day Year 01121999				
Formerly				
Individual General Partnership Limited Partnership Corporation Association				
Other				
X Citizenship/State of Incorporation/Organization Minnesota				
Receiving Party Mark if additional names of receiving parties attached				
Name Athletica, Inc.				
DBA/AKA/TA				
Composed of				
Address (line 1) 4814 Park Glen Road				
Address (line 2)				
Address (line 3) Minneapolis	MN 55416			
Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)				
X Citizenship/State of Incorporation/Organization Minnesota				
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Name	Eric D. Paulsrud, E	∃sq.		
Address (line 1)	Leonard, Street and	l Deinard		
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		2190376		
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ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION IN-LINE SPORT SYSTEMS, INC.

I, Richard G. Pepin, Jr., the Secretary of In-Line Sport Systems, Inc. a Minnesota corporation, do hereby certify that by resolutions in lieu of a special meeting of the shareholders of said corporation effective as of January 12, 1999, the following resolutions were adopted in writing by the shareholders, pursuant to Minnesota Statutes, Chapter 302A:

RESOLVED, that Article I of the Articles of Incorporation of this corporation shall be amended to read as follows:

Article I

The name of this corporation is Athletica, Inc.

RESOLVED FURTHER, that the Secretary of this corporation is authorized and directed to make and execute Articles of Amendment embracing the foregoing resolution and to cause such Articles of Amendment to be filed for record in the manner required by law.

IN WITNESS WHEREOF, I have hereto set my hand this 12th day of January, 1999.

STATE OF MINNESOTA DEPARTMENT OF STATE

002514

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RECORDED: 03/03/1999

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