

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/12/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Athletes' Inc.		06/12/2006	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Athletes' Performance, Inc.
Street Address:	650 S. Athletes' Place
City:	Tempe
State/Country:	ARIZONA
Postal Code:	85281
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2407488	ATHLETES' PERFORMANCE
Registration Number:	2407489	ATHLETES' PERFORMANCE
Registration Number:	2428119	ATHLETES' PERFORMANCE
Registration Number:	2411558	ATHLETES' PERFORMANCE
Registration Number:	3016024	CORE PERFORMANCE
Registration Number:	3016023	CORE PERFORMANCE
Registration Number:	3124046	CORE PERFORMANCE
Registration Number:	2594914	TRUE TO THE ATHLETE

CORRESPONDENCE DATA

Fax Number: (404)439-1819
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 4048738500
 Email: scott.taylor@agg.com, portia.gordon@agg.com

CH \$215.00 2407488

Correspondent Name: Scott E. Taylor, Esq.
Address Line 1: 171 17th Street, NW
Address Line 2: Suite 2100
Address Line 4: Atlanta, GEORGIA 30363

ATTORNEY DOCKET NUMBER:

13043-4

NAME OF SUBMITTER:

Scott E. Taylor

Signature:

/Scott E. Taylor, Esq./

Date:

08/23/2006

Total Attachments: 6

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ARTICLES OF MERGER

I

The Agreement and Plan of Merger attached to these Articles as Exhibit A and incorporated by this reference, was duly approved by the Board of Directors of ATHLETES' PERFORMANCE, INC., a Delaware corporation with a primary business address of 650 S. Athletes' Place, Tempe AZ 85281 and registered agent and registered agent address of Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, and the Board of Directors of ATHLETES' INC., a Georgia corporation with a primary business address of 650 S. Athletes' Place, Tempe AZ 85281 and registered agent and registered agent address of Paul F. Wellborn, 1175 Peachtree St., N.E., Suite 300, Atlanta, GA 30361.

II

The name of the surviving corporation is ATHLETES' PERFORMANCE, INC., a Delaware corporation.

III

The Agreement and Plan of Merger was duly approved by the shareholders of ATHLETES' PERFORMANCE, INC. and the shareholders of ATHELETES' INC.


IV

Pursuant to the Agreement and Plan of Merger, the merger of ATHLETES' PERFORMANCE, INC. and ATHLETES' INC. shall be effective upon the filing of the Articles of Merger with the Secretary of State.

V

The request for publication of a notice of the filing of these Articles of Merger will be made as required by O.C.G.A § 14-2-1105.1(b).

ATHLETES' PERFORMANCE, INC.

By: 
Carter Allen, Esq.
Date: 6-12-06

ATHLETES' INC.


By: 
Carter Allen, Esq.
Date: 6-12-06



Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

This Agreement of Merger ("Merger Agreement") is made and entered into as of June __, 2006 by Athletes' Performance, Inc., a Delaware corporation (the "Surviving Corporation"), and Athletes' Inc., a Georgia corporation (the "Merged Corporation").

WHEREAS, the Board of Directors of the Surviving Corporation and the Board of Directors of the Merged Corporation deem it advisable and in the best interests of the parties hereto, that the Merged Corporation be merged into the Surviving Corporation under the laws of the State of Delaware in the manner provided therefor and pursuant to the provisions of Section 264 of the Delaware General Corporation Law.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the parties hereto agree to merge upon the terms and conditions below stated:

1. The parties hereto agree that the Merged Corporation will be merged into the Surviving Corporation (the "Merger").
2. The mode of carrying the Merger into effect will be as follows:
 - (a) At the Effective Date (as defined below), each issued and outstanding share of common stock of the Merged Corporation which shall be outstanding on the Effective Date of the Merger, and all rights in respect thereof, shall be changed into the number and type of shares set forth opposite each members name on the attached *Exhibit A*.
 - (b) At the Effective Date, each issued and outstanding share of common stock of the Merged Corporation shall be cancelled, and the certificate representing such share shall be surrendered and cancelled.
 - (c) The Merger will become effective upon the filing of the Articles of Merger with the State of Delaware (the "Effective Date").
 - (d) Upon the Effective Date of the Merger, all the property, rights, privileges, franchises, patents, trademarks, service marks, good will associated with trademarks or service marks, licenses, registrations pending applications for patents, trademarks, copyrights, service marks and other intellectual property rights, all right to sue for infringement of intellectual property rights and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in, and devolve upon, the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation, respectively. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any

property of the Merged Corporation acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and members of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

3. The directors and officers of the Surviving Corporation shall be, from and after the Effective Date, as set forth on *Exhibit B*, in each case until their successors shall have been duly elected or appointed or qualified or until their earlier death, resignation or removal in accordance with the surviving corporation's Certificate of Incorporation and Bylaws.

4. The Boards of Directors of the Surviving Corporation and Merged Corporation hereto shall have the power in their discretion to abandon the Merger provided for herein prior to the filing of the Articles of Merger or other appropriate certificate with the office of the Secretary of State of Delaware.

IN WITNESS WHEREOF, the parties hereto have caused their respective corporate names to be signed hereto by their officers, duly authorized by their respective Boards of Directors and shareholders.

ATHLETES' PERFORMANCE, INC.

By: 
Mark Verstegen, President

ATHLETES' INC.

By: 
Mark Verstegen, President

CORPORATIONS DIVISION
2006 JUN 12 P 1:33
SECRETARY OF STATE

I, **Cathy Cox**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 06/12/2006. Attached is a true and correct copy of the said filing.

Surviving Entity:

ATHLETES' PERFORMANCE, INC., a Delaware Non-Qualifying Entity

Nonsurviving Entity/Entities:

ATHLETES' INC., a Georgia Profit Corporation

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is ATHLETES' PERFORMANCE, INC., a Delaware corporation and the name of the corporation being merged into this surviving corporation is ATHLETES' INC., a Georgia corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is ATHLETES' PERFORMANCE, INC., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware corporation is 1,000 shares of common stock authorized and par value of 0.01 per share.

SIXTH: The merger is to become effective on June 12, 2006.

SEVENTH: The Agreement of Merger is on file at 650 S. Athletes' Place, Tempe AZ 85281, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, this 12th day of June 2006.

ATHLETES' PERFORMANCE, INC.

By: Dan Burns
Dan Burns, Chief Operating Officer