

ARTICLES OF INCORPORATION

OF

BIOENERGETICS, INC.

The undersigned, ✓ GLENN MCWATERS and LYNN H. MCWATERS, acting as incorporators of the subject corporation under the Code of Alabama, do hereby make, file and adopt the following Articles of Incorporation and become thereunder a body corporate for the purpose of carrying on the business hereinafter described:

FIRST: The name of the corporation is BIOENERGETICS, INC.

SECOND: The period of the corporation's duration shall be perpetual.

THIRD: The purpose or purposes for which the corporation is organized are as follows:

26 PAGE 559
BOOK 1. To engage in the business of designing, developing, testing, manufacturing, distributing and selling both at retail and wholesale special wearing apparel, devices, appliances, equipment, and instrumentalities which are useful for the training and rehabilitation of track and field athletes specifically and generally beneficial to all athletes and non-athletes. To purchase for use in the design and manufacture of the subject items or for resale in the same or a modified form, all manner of goods, material, equipment, accouterments, and apparatus. To engage in all other activities, render all other services, and handle and deal in all materials, supplies, and products incidental or related to or connected with any and every phase of the health, care, training, fitness of athletes of all kinds as well as non-athletes.

2. To negotiate with, contract with, employ, supervise, and compensate subcontractors for the manufacture, development, testing, marketing, distributing and sale of the products of the corporation.

5074 Shelby Dr.
Birmingham, Al.

35243

3. To obtain all necessary permits and licenses from any state in which the corporation does business, and to complete all application procedures and pay all applicable costs of any such licensing or permit requirement. In the sale or assignment of financing agreements to commercial institutions, the corporation shall have the power to discount such paper and to accept less than par as consideration for the assignment thereof. The corporation shall have the power to enter into, prepare, and record all notes, agreements, mortgages and other documents necessary in the conduct of its business.

4. To engage in the transaction of any or all lawful business for which corporations may be incorporated under this Act. The corporation shall have the power, to the extent that a corporation organized under the Business Corporation Act of the State of Alabama may now or hereafter lawfully do so, to do each and everything necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishment of any one or more of the purposes, or the exercise of any one or more of the powers herein enumerated, or designed directly or indirectly to promote the interest of the corporation or to enhance the value of its property; and in general to do any and all things and exercise any and all powers, rights, and privileges for which a corporation may now or hereafter be organized under the Business Corporation Act of the State of Alabama, or any act amendatory thereof, supplemental thereto, or substituted therefor.

The foregoing provisions of this section shall be construed both as purposes and powers and each as an independent purpose and power in furtherance of, and not in limitation of, the powers which the corporation may have under present or future laws of the State of Alabama, and the purposes and powers hereinbefore

specified shall, except when otherwise provided in this Article, be in nowise limited or restricted by reference to, or inference from, the terms or any provisions of this or any other section of this Certificate of Incorporation; but such provision shall not be construed to permit the corporation to carry on any business, or to exercise any power, or to do any act which a corporation now or hereafter organized under the Business Corporation Act of the State of Alabama may not at the time lawfully carry on, exercise, or do; and provided further that the corporation shall not carry on any business or exercise any power in the state, territory, or country which under the laws thereof the corporation may not lawfully carry on or exercise.

BOOK 26 PAGE 561
FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is Twenty Five Thousand. All of such stock shall be common and all of such stock shall have a par value of One Dollar (\$1.00) per share. The initial issue of corporate stock shall be in the amount of One Thousand (1,000) shares issued to the two (2) incorporators to the extent of Five Hundred (500) shares each.

FIFTH: The following provisions are adopted for the regulation of the internal affairs of the corporation:

1. No holder of any shares of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the corporation of any class now or hereafter authorized or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

2. Any action which may be taken by the Board of Directors in a duly called and conducted meeting, pursuant to the laws of the State of Alabama, may be taken by them without a meeting,

provided that such action is taken unanimously and that the unanimous consent of the Directors to such action, without a meeting, is evidenced by a written statement signed by all Directors and inserted into the books of the corporation.

SIXTH: The address of the initial registered office of the corporation is 5074 Shelby Drive, Birmingham, Shelby County, Alabama 35243, and the name of its initial registered agent at such address is Glenn McWaters .

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and shall qualify, are as follows:

<u>Name</u>	<u>Address</u>
Glenn McWaters	5074 - Shelby Drive Birmingham, Al.35243
Lynn H. McWaters	5074 - Shelby Drive Birmingham, Al.35243

EIGHTH: The name and address of each incorporator of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Glenn McWaters	5074 - Shelby Drive Birmingham, Al.35243
Lynn H. McWaters	5074 - Shelby Drive Birmingham, Al.35243

NINTH: The offices of the corporation and the persons initially holding such offices and their addresses are as follows:

Chairman of Board of Directors and Treasurer	Glenn McWaters 5074 - Shelby Drive B'ham, Ala. 35243
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President and Secretary	Lynn H. McWaters 5074 - Shelby Drive B'ham, Ala. 35243
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IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this the 16th day of October, 1984.

Glenn H. Waters
Glenn McWaters

Lynn H. McWaters
Lynn H. McWaters



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify

that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Bioenergetics, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Bioenergetics, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic

corporation, the name of the county in which the corporation was or is proposed to

be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's

office does not assume any responsibility for the availability of the corporate

name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

October 9, 1984 - expires 2-7-85

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF BIOENERGETICS, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of BIOENERGETICS, INC.

_____, duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of BIOENERGETICS, INC. _____, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 17th day of OCTOBER, 1984.



STATE OF ALA. SHELBY CO.
JUDGE OF PROBATE
1984 OCT 17 AM 10:26

Thomas A. Brundage, Jr.

Judge of Probate

Rec 35.00
Jud 1.00
36.00