

STATE OF ALABAMA)
SHELBY COUNTY)

ARTICLES OF INCORPORATION

OF

BAW SPORTS, INC.

KNOW ALL MEN BY THESE PRESENTS: The undersigned, acting as the Incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation shall be BAW Sports, Inc..

ARTICLE II

CLOSE CORPORATION STATUS

This Corporation shall be a close corporation as authorized by the Alabama Business Corporation Act, Sections 10-2A-300 through 10-2A-313, Code of Alabama 1975, and shall be governed by all laws governing or applicable to such close corporations.

ARTICLE III

PURPOSE

The purposes for which this Corporation is organized shall be the transaction of any and all lawful business for which Corporations may be organized under the Alabama Business Corporation Act. In furtherance, but not in limitation of the aforesaid purposes of this Corporation, and without limitation of the powers conferred by statute or general rules of law, this Corporation shall have the following powers in addition to others now or hereafter conferred by law:

(a) To engage in the business of retail sale and repair of athletic and fitness equipment, including bicycles, and do such other business whenever and wherever, as the Corporation from time to time may decide.

(b) To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire and deal in real and personal property or any interest therein of any kind or character, wherever situated.

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(c) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertain to any class of business specifically enumerated among the purposes of this Corporation; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries, and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection therewith or incidental thereto.

(d) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and put to use any license, power, authority, concession, franchise, letters patent of the United States or any foreign country, patent rights, processes, formula, know-how, methods, copyrights, trademarks, tradenames, or any other right or privilege, and to grant licenses or rights in any of the foregoing, and to make or grant any of the foregoing which any corporation can make or grant.

(e) To acquire and pay for in cash, bonds or stock of this Corporation or otherwise, the goodwill, rights, assets and properties of any person, firm, partnership, association, trust, estate, or corporation and to undertake, assume, or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, association, trust, estate or corporation; to hold, or in any manner dispose of the whole or any part of the properties so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this Corporation.

(f) To acquire, by purchase, subscription or otherwise, and to own, hold, sell, trade, exchange, lend, hypothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests (whether general or limited), mortgages or securities executed or issued by the government of the United States or by any other government, state, territory, governmental district, municipality, country, political entity or any subdivision or instrumentality of any of the foregoing, or by any person or individual, partnership, firm, association, trust investment company, corporation, or otherwise, whether public or private and whether organized and existing under the laws of Alabama or any other state or foreign country, and to issue and exchange for any or all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts and calls, stock rights, participations, partnership interests, mortgages, or other securities, the stocks, stock rights, bonds, debentures, evidences of indebtedness or other securities of this Corporation, and this Corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge, encumber, deposit in escrow, lend, hypothecate, trade or otherwise dispose of all or any part

of its interest in any such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages or securities so acquired by it, and while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now and hereafter provided by the laws of Alabama or of such other jurisdiction as are applicable in the premises, whether or not the exercise of such rights of ownership involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this Corporation and whether or not the exercise of such rights of ownership and the retention of such property involves a sharing or delegation of control over the business or property of this Corporation with or to persons other than the board of directors of this Corporation.

(g) To borrow and lend money, without security, or upon the giving or receipt of such security as the board of directors of the Corporation may deem advisable by way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real and personal property of every nature and description, or by way of guaranty or otherwise.

(h) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferrable instruments.

(i) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(j) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer, reissue or cancel the same.

(k) To endorse, or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with respect to, or pledge or mortgage all or any part of its properties for the payment of the principal or interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, mortgage, or obligation, or the payment of dividends or the redemption or purchase price or liquidation rights of any stock, or any other stock, of any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture.

(l) To lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders.

(m) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration, with any person, firm, partnership, trust, estate,

association, corporation, state, territory, municipality, country, government, governmental district, body politic, or any subdivision or instrumentality thereof.

(n) To buy, sell and deal in real and personal property of every nature and description and leases respecting the same and estates and interest therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(o) To participate with any person, partnership, trust, estate, firm, association, or corporation in any general partnership, limited partnership (whether as general partner or as limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interest, reciprocal concession, joint ownership, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, trust, estate, firm, association, or corporation, for the purpose of any transaction, undertaking, or arrangement, or the carrying on of any business within the power of a corporation organized under the laws of Alabama, whether or not such participation or arrangements involve sharing or delegation of control over the business or properties of this Corporation with or to persons other than this Corporation's board of directors and whether or not such participation or arrangements involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this Corporation.

(p) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise.

(q) To enter into any plan or project for the assistance and welfare of its directors, officers or employees; to pay pension and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other incentive plans for any or all of its directors, officers or employees.

(r) Subject to the limitations and restrictions imposed by Alabama law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding and including actions by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) and (if such action is not by or in the right of the Corporation) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; and to purchase and maintain insurance on behalf of any such person who is or was a director, officer, employee or agent of this Corporation or is or was

serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this Corporation would have the power to indemnify him or her against such liability.

(s) To make donations for the public welfare or for charitable, scientific or educational purposes.

(t) To transact any lawful business which the board of directors finds to be in aid of governmental policy.

(u) To have and exercise all powers necessary or convenient to effect its purposes, including its purpose to carry on any or all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

ARTICLE IV

LOCATION AND MAILING ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the Corporation shall be:

2016 Glen Eagle Lane
Birmingham, Alabama 35242

The name of the Corporation's initial registered agent at said address shall be:

Barbara A. Wenning

ARTICLE V

AUTHORIZED CAPITAL SHARES

The total number of shares which the Corporation shall have authority to issue is 1,000 shares of Common Stock of the par value of \$1.00 per share, of one class only.

ARTICLE VI

RESTRICTIONS ON TRANSFER OF STOCK

All issued shares of stock of this Corporation of all classes shall be subject to the following restrictions on transfer:

(a) For purposes of this Article VI:

(i) A shareholder desiring to sell or otherwise transfer, give or assign his or her stock in this Corporation, in whole or in part, shall be referred to as the "offeror";

(ii) The shareholders, individually and collectively, of this Corporation, other than the shareholder-offeror to whom such sale or other transfer is proposed shall be referred to as the "offeree"); and

(iii) The shareholders, individually and collectively, of this Corporation, other than the shareholder-offeror, shall be referred to as the "optionee(s)."

(b) Any shareholder in this Corporation may, without restriction or limitation, sell, or otherwise transfer, his or her stock herein, in whole or in part, to any other shareholder(s) in this Corporation.

(c) In the event any shareholder desires to sell or otherwise transfer his or her stock herein, in whole or in part, to any other shareholder(s) in this Corporation:

(i) The offeror shall furnish and deliver to the Corporation and to the optionee(s), at each of their last known business addresses, a letter of intent, containing the name and address of the offeree, and complete details as to the terms and conditions of the offer under which said sale or other transfer is to be effectuated.

(ii) The offeror shall grant to the Corporation the first option and shall grant to the other shareholders of the Corporation the second option to purchase said stock or effectuate such transfer of said stock to it or themselves, under the same terms and conditions as set forth in the letter of intent described in subparagraph (i) hereinabove.

(iii) The Corporation shall be considered as the primary optionee and shall have sixty (60) days from the date of receipt of the letter of intent within which to exercise such option, by letter in writing, addressed to the offeror, and copies thereof to each of the other optionees, at each of their last known business addresses. Upon the failure of the Corporation to exercise its option, each of the other optionees shall have sixty (60) days from the date of the expiration of the first option period within which to exercise their said option. In the absence of any other agreement between or among the optionees, if all the optionees elect to purchase said stock, said stock of the offeror shall be purchased by the optionees in the same proportion as their respective stock ownership in the Corporation. If all optionees do not elect to purchase their proportionate share of the offeror's stock, such optionees who desire to purchase such stock shall be entitled to purchase such proportionate share of the offeror's stock as the percentage of his or her respective stock interest in the Corporation bears to the total percentage of all stock interests in the Corporation held by all of the optionees desiring to purchase the offeror's stock. Notwithstanding the foregoing, the election of the optionees to purchase

proportionate shares of the offeror's stock not aggregating the offeror's entire stock shall be of no effect.

(iv) If the Corporation and the optionees fail to elect to purchase said stock within said option period, then the offeror shall be free to sell all of his or her stock to the original offeree at the price and upon the terms and conditions set forth in said offer; provided, however, that such sale must be consummated within two (2) months following the expiration of the optionee's second option.

(v) Upon a sale or other transfer to the offeree, the offeree will then hold said stock as a shareholder, subject to all of the terms and conditions of these Articles of Incorporation in the place and stead of the selling shareholder, including the provisions contained in this Paragraph.

(vi) If said sale is not made between selling shareholder and such other purchaser within said two (2) month period after the expiration of said second option, all of the terms, conditions and restrictions of this Paragraph of these Articles of Incorporation shall be reinstated and the right of the selling shareholder to sell his stock to such purchaser pursuant to said original offer shall terminate.

ARTICLE VII

NAMES AND ADDRESSES OF INCORPORATORS

The name and mailing address of the incorporator is as follows:

NAME	MAILING ADDRESS
Barabara A. Wenning	2016 Glen Eagle Lane Birmingham, AL 35242

ARTICLE VIII

NUMBER OF DIRECTORS AND NAMES AND ADDRESSES OF INITIAL BOARD

There shall be one (1) Director constituting the initial Board of Directors. The name and mailing address of the person who shall serve as Director until the first annual meeting of the shareholders of the Corporation or is to serve as Director until his successor is elected and qualified is as follows:

NAME	MAILING ADDRESS
Barabara A. Wenning	2016 Glen Eagle Lane Birmingham, AL 35242

ARTICLE IX

DURATION

The duration of this Corporation shall be perpetual.

ARTICLE X

LIMITATION ON NUMBER OF SHAREHOLDERS

All of the Corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than ten (10) persons. For purposes of determining the number of holders of record of the stock of this Corporation, stock which is held in joint or common tenancy or by the entireties shall be treated as held by one shareholder.

ARTICLE XI

INTERNAL AFFAIRS

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and the shareholders are hereby adopted:

(a) The initial By-Laws of the Corporation shall be adopted by the shareholders. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the By-Laws; provided, however, that the Board of Directors may not alter, amend or repeal any By-Law which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not permitted by applicable law to be altered, amended or repealed solely by action of the Board of Directors. The By-Laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and shareholders not inconsistent with the Alabama Business Corporation Act or these Articles of Incorporation.

(b) The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The number of Directors comprising the initial Board of Directors shall be the number of persons listed as Directors in Article VIII hereof. Thereafter, the number of Directors of the Corporation shall be fixed by, or in the manner provided in, the By-Laws or, in the absence of a By-Law providing for the number of Directors, the number of Directors shall be the same as the number comprising the initial Board of Directors. The number of Directors may be increased or decreased from time to time, in the manner provided in the By-Laws, provided that no decrease shall have the effect of shortening the term of any incumbent Director, except that any Director may be removed for cause, by a vote of the

holders of 75 percent of the shares then entitled to vote at an election of Directors at a meeting of shareholders held pursuant to the laws of Alabama.

(c) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

(i) To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any, accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital shares paid in; and

(ii) To make, from time to time (so far as may be permitted by federal or state law and regulations), temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the Corporation.

(d) Any action required or permitted to be taken at any meeting of the Board of Directors or of the shareholders may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board, if action by Directors is involved, or by all of the shareholders entitled to vote thereon, if action by shareholders is involved, and if such written consent is filed with the minutes of proceedings of the Board or of the shareholders, as the case may be.

(e) At any time and from time to time when authorized by resolution of the Board of Directors and, except as otherwise provided in the within Articles of Incorporation and by statute, without any action by its shareholders, the Corporation may:

(i) Issue or sell for such consideration as may be fixed from time to time by the Board of Directors, any number of its capital shares, and whether out of the unissued shares thereof authorized by these Articles of Incorporation, as from time to time amended, or out of shares of its capital shares acquired by it after the issuance thereof;

(ii) Issue and sell its obligations, secured or unsecured, and in bearer, registered or such other form, and including such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine, and mortgage or pledge as security therefor, any property of the Corporation, real or personal, including after-acquired property; and

(iii) Issue or grant, for such consideration as may from time to time be fixed by the Board of Directors, warrants or options, in bearer, registered or such other form as the Board of Directors may determine, for the purpose of its capital shares with or without par value of any class within such period of such price per share as the Board of Directors may determine. Such warrants or options may be issued or granted

separately or in connection with the issue of any bonds, debentures, notes or other evidences of indebtedness of capital shares of any class of the Corporation and for such consideration and on such terms and conditions as the Board of Directors in its sole discretion may determine.

(f) The Corporation shall have a lien upon all shares subscribed for or issued for the full subscription price thereof or any debt or liability incurred to it by the subscriber or shareholder, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such subscription, which remedies are cumulative to an action to enforce payment or other remedies provided by law. At the election of the Corporation, a subscriber shall not be considered as a shareholder until said subscription shall have been paid in full.

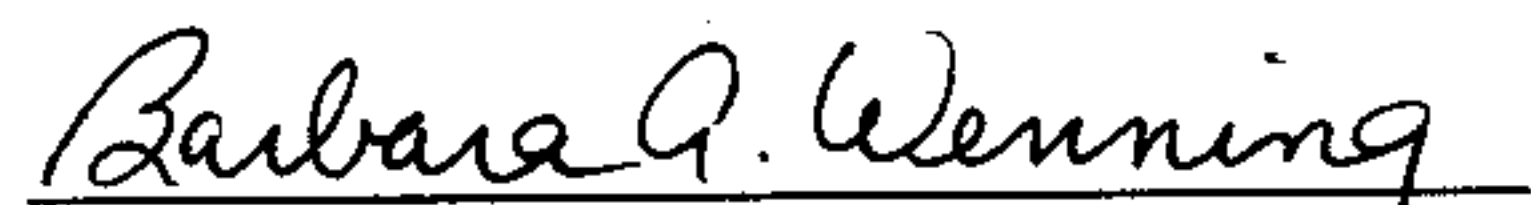
(g) The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, and transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefor, or to the extent of unreserved and unrestricted capital surplus available therefor.

ARTICLE XII

RIGHT TO AMEND PROVISIONS IN CERTIFICATE

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, has executed the foregoing Articles of Incorporation on this 20th day of December, 1994.


Barbara A. Wenning

STATE OF ALABAMA

I, Jim Bennett, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

BAW Sports, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of James J Jr Odom, 211 B Yeager Parkway, Pellham, AL 35124 for a period of one hundred twenty days beginning December 20, 1994 and expiring April 20, 1995.



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.

December 20, 1994

Date

A handwritten signature in dark ink, appearing to read 'Jim Bennett'. The signature is written in a cursive, flowing style.

Jim Bennett

Secretary of State

Inst # 1995-01032

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