

ARTICLES OF MERGER
OF
SPORTS & EXERCISE PRODUCTS CO., INC., A TEXAS CORPORATION
INTO
BIOENERGETICS, INC., AN ALABAMA CORPORATION

FILED IN OFFICE

DEC 31 1997

SECRETARY OF STATE

The undersigned corporations, pursuant to Ala. Code Sections 11.05 and 10-2B-11.07(1975), and Article 5.04 of the Texas Business Corporation Act hereby adopt the following articles of merger:

1. The Plan and Agreement of Merger ("Plan") is attached as Exhibit "A" hereto.

2. The shareholders of Sports & Exercise Products Co., Inc., a Texas corporation (the "Merged Corporation"), and Bioenergetics, Inc., an Alabama corporation (the "Surviving Corporation"), were required to vote on the Plan. The number of shares of the Merged Corporation common stock outstanding on the record date and entitled to vote on the Plan was One Thousand(1,000). On the record date, there was no other class of the Merged Corporation stock outstanding. The number of shares of the Surviving Corporation common stock outstanding on the record date and entitled to vote on the Plan was Ten Thousand Seven Hundred Twenty-Five (10,725). On the record date, there was no other class of the Surviving Corporation stock outstanding.

3. The number of shares of the Merged Corporation common stock voted for the Plan was One Thousand (1,000) and the number of shares voted against the Plan was zero (0). There were no shares of any other class of the Merged Corporation stock outstanding that were entitled to vote as a class. The number of shares of the Surviving Corporation common stock voted for the Plan was Ten Thousand Seven Hundred Twenty-Five (10,725), and the number of shares voted against the Plan was zero (0). There were no shares of any other class of the Surviving Corporation stock outstanding that were entitled to vote as a class. The number of shares of the Merged Corporation and of the Surviving Corporation cast for the Plan was sufficient for approval of the Plan.

4. The Merged Corporation was incorporated under the laws of Texas and the Surviving Corporation was incorporated under the laws of Alabama. The Articles of Incorporation of the Surviving Corporation were filed in Shelby County, Alabama.

DATED: December 29, 1997.

BIOENERGETICS, INC.
an Alabama corporation

SPORTS & EXERCISE PRODUCTS CO., INC.
a Texas corporation

By: Susan P. Wilder
Susan P. Wilder
Its President

By: Susan P. Wilder
Susan P. Wilder
Its President

01/09/1998-00863
02:33 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
009 HCD 25.00

EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER
OF
SPORTS & EXERCISE PRODUCTS CO., INC., A TEXAS CORPORATION,
INTO
BIOENERGETICS, AN ALABAMA CORPORATION

PLAN AND AGREEMENT OF MERGER, dated as of the 29th day of December, 1997, pursuant to Ala. Code Sections 10-2B-11.05 and 10-2B-11.07 (1975), Article 5.04 of the Texas Business Corporation Act and 26 U.S.C. § 368, between Sports & Exercise Products Co., Inc., a Texas corporation (the "Merged Corporation"), and Bioenergetics, an Alabama corporation (the "Surviving Corporation");

W I T N E S S E T H:

WHEREAS, the shareholders and boards of directors of the Merged Corporation and the Surviving Corporation have determined that it is advisable and to the advantage of said corporations that the Merged Corporation merge into the Surviving Corporation, forming a single corporation upon the terms and conditions set forth in this Plan and Agreement of Merger ("Plan"), and the applicable laws of the States of Alabama and Texas; and

WHEREAS, the Merged Corporation and the Surviving Corporation desire to adopt this Plan as an agreement of merger and to consummate the merger in a manner which qualifies as a reorganization under the provisions of Section 368 of the Internal Revenue Code of 1986; and

WHEREAS, the shareholders and boards of directors of the Merged Corporation and the Surviving Corporation adopted resolutions authorizing the Merged Corporation and the Surviving Corporation to enter into this Plan; and

WHEREAS, the Surviving Corporation had its Certificate of Incorporation filed in the Office of the Judge of Probate of Shelby County, Alabama, on October 17, 1984, and has capital stock consisting of Twenty-Five Thousand (25,000) shares of common stock, par value \$1.00 per share, of which common stock Ten Thousand Seven Hundred Twenty-Five (10,725) shares are now issued and outstanding; and

WHEREAS, the Merged Corporation had its Articles of Incorporation filed in the Office of the Secretary of State of Texas a, on December 17, 1990, and has an authorized capital stock consisting of One Thousand (1,000) shares of common stock, par value \$1.00 per share, of which common stock One Thousand (1,000) shares are now issued and outstanding; and

NOW, THEREFORE, the Merged Corporation and the Surviving Corporation, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter set forth, do hereby agree each with the other that the Merged Corporation shall be merged with and into the Surviving Corporation, with the Surviving Corporation as the surviving corporation, pursuant to the applicable laws of the State of Alabama and the State of Texas, and do hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

1. The Merged Corporation merges itself into the Surviving Corporation, which shall be the surviving corporation, hereinafter usually referred to as the "Surviving Corporation."

2. The Certificate of Incorporation of the Surviving Corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation, which is the corporation surviving this merger.

3. The manner of converting the outstanding shares of the capital stock of the Merged Corporation and of the Surviving Corporation shall be as follows:

(a) Each share of the Merged Corporation common stock, par value \$1.00 per share (the "Merged Corporation Common Stock"), issued and outstanding immediately prior to the Effective Time of the Merger shall be surrendered to the Surviving Corporation and cancelled.

(b) No shares of the Surviving Corporation common stock shall be issued in respect to the Surviving Corporation common stock issued and outstanding immediately prior to the Effective Time of the Merger.

(c) After the Effective Time of Merger, each holder of an outstanding certificate, which prior to the Effective Time of Merger represented shares of the Merged Corporation Common Stock, shall surrender the same to the

Surviving Corporation on the basis provided herein. After the Effective Time of the Merger, there shall be no further registry on the records of the Merged Corporation of transfers of the Merged Corporation Common Stock, and, if certificates representing such shares are presented to the Surviving Corporation, they shall be cancelled in accordance with the terms of this Plan and Agreement of Merger.

4. The further terms and conditions of the merger are as follows:

(a) Until altered, amended, or repealed, as therein provided, the By-Laws of the Surviving Corporation, as in effect at the date of this Agreement, shall be the By-Laws of the Surviving Corporation.

(b) As of the Effective Time of the Merger, the member of the board of directors of the Surviving Corporation shall be Susan P. Wilder. This director shall serve until her respective successors shall be elected and qualified.

(c) As of the Effective Time of the Merger, the officers of the Surviving Corporation shall be:

Susan P. Wilder	President
-----------------	-----------

John W. Gant, Jr.	Secretary
-------------------	-----------

These officers shall serve until their respective successors shall be elected and qualified.

(d) Upon the Effective Time of the Merger, the separate existence of the Merged Corporation shall cease, and the Merged Corporation shall be merged with and into the Surviving Corporation, which is the Surviving Corporation, in accordance with the provisions of this Agreement.

(e) On the Effective Time of the Merger, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations 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 Merged Corporation and the Surviving Corporation shall be as effectively the property of the Surviving Corporation as they were of the Merged Corporation and the Surviving Corporation, respectively.

(f) From time to time, as and when required by the Surviving Corporation, or by its successors and assigns, there shall be executed and delivered on behalf of the Merged Corporation such deeds and other instruments, and there shall be taken or caused to be taken by the Merged Corporation such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of the Merged Corporation, and otherwise to carry out the purposes of this Plan and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of the Merged Corporation to take any and all such action and to execute and deliver any and all such deeds and other instruments.

(g) The Merged Corporation shall be merged with and into the Surviving Corporation upon the terms and conditions of this Plan and Agreement of Merger as of the Effective Time of the Merger.

5. The merger described herein shall become effective for record keeping purposes at the close of business on December 31, 1997 (such date and time being referred to herein as the "Effective Time of the Merger").

IN WITNESS WHEREOF, the parties to this Plan and Agreement of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have caused these presents to be executed by the President of each party hereto as the respective act, deed, and agreement of each of said corporations.

DATED: December 29, 1997.

SPORTS & EXERCISE PRODUCTS CO., INC.
a Texas corporation

By: Susan P. Wilder
Susan P. Wilder
Its President

BIOENERGETICS, INC.
an Alabama corporation

By: Susan P. Wilder
Susan P. Wilder
Its President

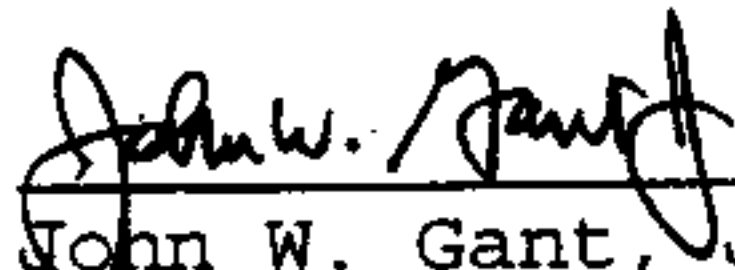
CERTIFICATE OF SECRETARY

OF

SPORTS & EXERCISE PRODUCTS, INC.

I, John W. Gant, Jr., Secretary of Sports & Exercise Products, Inc., a corporation organized and existing under the laws of the State of Texas (the "Merged Corporation"), hereby certify, as such Secretary, that the Plan and Agreement of Merger to which this certificate is attached, after having been first adopted by the Board of Directors of the Merged Corporation, and having been adopted by the Board of Directors of Bioenergetics, Inc., a corporation of the State of Alabama, was approved pursuant to Ala. Code § 10-2B-7.04 (1975) by the unanimous written consent of the shareholders holding One Thousand (1,000) shares of the capital stock of the Merged Corporation, being all of the shares issued and outstanding, which Plan and Agreement of Merger was thereby adopted as the act of the shareholder of the Merged Corporation, and the duly adopted agreement and act of the Merged Corporation.

WITNESS my hand on this 29th day of December, 1997.



John W. Gant, Jr.
Secretary

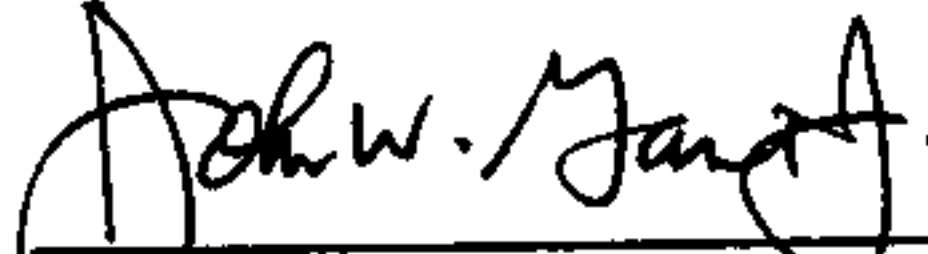
CERTIFICATE OF SECRETARY

OF

BIOENERGETICS, INC.

I, John W. Gant, Jr., Secretary of Bioenergetics, Inc., a corporation organized and existing under the laws of the State of Alabama (the "Surviving Corporation"), hereby certify, as such Secretary, that the Plan and Agreement of Merger to which this certificate is attached, after having been first adopted by the Board of Directors of the Surviving Corporation, and having adopted by the Board of Directors of Sports & Exercise Products, Inc., a corporation of the State of Texas, was approved pursuant to Ala. Code § 10-2B-7.04 (1975) by the unanimous written consent of the shareholders holding Ten Thousand Seven Hundred Twenty-Five (10,725) shares of the capital stock of the Surviving Corporation, being all of the shares now issued and outstanding, which Plan and Agreement of Merger was thereby adopted as the act of the shareholders of the Surviving Corporation, and the duly adopted agreement and act of the Surviving Corporation.

WITNESS my hand on this 29th day of December, 1997.



John W. Gant, Jr.
Secretary

Office of the Secretary of State
Alabama

I hereby certify that this is a true and correct copy of the original as filed in this office and issued by this office.

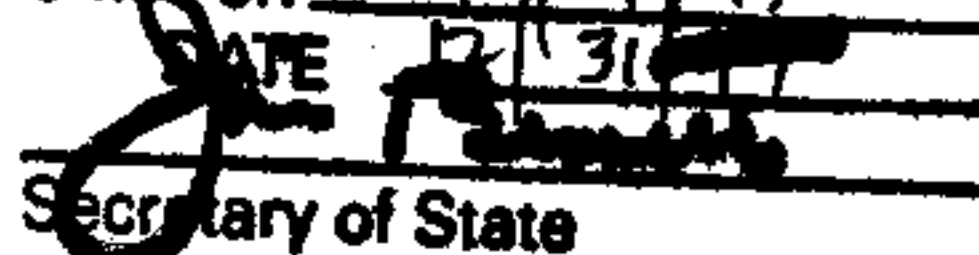
DATE

Office of the Secretary of State

Pamela Irwin
Ogletree Deakins Nash Smoak & Stewart
1900 SouthTrust Tower
420 North 20th Street
Birmingham AL 35203-3204

Secretary of State
Office of The Secretary of State

I hereby certify that this is a
true and correct copy of the
document(s) filed in this office
and certificate issued by this
office on 12/31/97

DATE 12/31/97

Secretary of State

Inst # 1998-00863

01/09/1998-00863
02:33 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
009 NCD 25.00