

CERTIFICATE OF INCORPORATION
OF

RBRT DIET CENTERS INCORPORATED

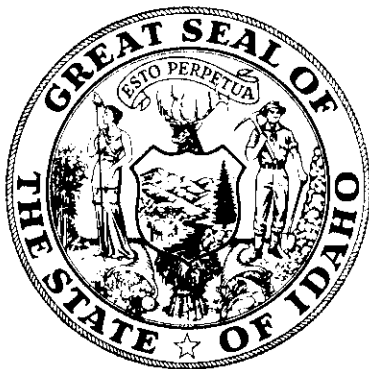
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

RBRT DIET CENTERS INCORPORATED

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

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 26, 1932.



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
RBRT DIET CENTERS INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

The undersigned persons, in order to form a corporation for the purpose of establishing and conducting the business hereinafter stated, under and pursuant to the laws of the state of Idaho do hereby adopt the following Articles of Incorporation;

ARTICLE I

That the name of said corporation is RBRT DIET CENTERS INCORPORATED.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The nature of the business of the corporation and its objects and purposes are;

(a) To engage in the wholesale and retail sale of products dealing with weight loss and nutrition, including but not limited to owning, operating, franchising, managing, or in any way being interested in the wholesale or retail sale of weight loss, nutrition, and other products normally associated with the business of nutrition and weight loss on its own behalf or on behalf of other persons or parties.

(b) To have and exercise all the power conferred by the laws of the State of Idaho upon corporations formed under the General Corporation Law.

(c) To acquire, by purchase, lease or otherwise, any personal property, tangible or intangible, deemed necessary or useful in the expansion, improvement, development and growth deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To borrow or raise monies, and from time to time, issue, accept, endorse and execute promissory notes, drafts, bills

or exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance of assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(e) To enter into, make and perform contracts of every kind and description with any other party.

(f) To have one or more offices and to carry on all and any of its operations and businesses in any of the states, districts, territories or colonies of the United States and in any foreign countries.

(g) The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of the Article shall be regarded as independent objects and purposes.

ARTICLE IV

The authorized capital stock of this corporation shall be as follows: Fifty Thousand (50,000) shares of common stock which shall have a par value of one dollar (\$1.00) per share. The corporation may issue and sell said shares for such consideration expressed in dollars as, from time to time, may be fixed by the Board of Directors.

ARTICLE V

This corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares of capital stock therein.

ARTICLE VI

The address of the corporation's initial registered office is as follows: 251 West Main Street, Rigby, Idaho 83442.

The name of the corporation's initial registered agent at said address is as follows: Robert W. Barney.

ARTICLE VII

The management of the affairs, property, and interest of the corporation shall be vested in the Board of Directors of the Corporation.

(a) The number of directors constituting the initial Board shall be four (4) in number, provided, however, the number of directors may be changed from time to time by a provision of the By-Laws, but in no event shall the number of directors be less than three (3) nor more than ten (10).

(b) The following shall be 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 shall be elected and qualify:

Robert W. Barney	251 West Main Rigby, Idaho 83442
Barbara J. Barney	251 West Main Rigby, Idaho 83442
Riley J. Barney	13631 East Morgan Gilbert, Arizona 85234
Tanis J. Barney	13631 East Morgan Gilbert, Arizona 85234

ARTICLE VIII

Meetings of the shareholders of the corporation may be held at such place either within or out of the State of Idaho as may be provided in the By-Laws.

ARTICLE IX

The meetings of the Board of Directors of the Corporation, regular or special, may be held either within or out of the State of Idaho.

ARTICLE X

The By-Laws of the corporation shall be adopted by its Board of Directors, which By-Laws may be altered, amended or repealed from time to time by a majority vote of the Board of Directors. Said By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the laws of the State of Idaho, or these Articles of Incorporation.

ARTICLE XI

The names and addresses of the Incorporators are as follows:

Robert W. Barney

251 West Main Street
Rigby, Idaho 83442

Riley J. Barney

13631 East Morgan
Gilbert, Arizona 85234

IN WITNESS WHEREOF, we have hereunto set our hands this

21 day of May, 1982.

Robert W. Barry
Helen J. Barry

STATE OF IDAHO)
COUNTY OF JEFFERSON) ss

I hereby certify that on the 21st day of May, 1982,
personally appeared before me, ROBERT W. BARNEY and RILEY J. BARNEY,
who being by me first duly sworn, severally declared that they are the
persons who signed the foregoing document as incorporators and that the
statements herein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

21st day of May 1932.

NOTARY PUBLIC
Residing at: *Menon Salt*
My Commission Expires: *5-24-87*