



**CERTIFICATE OF INCORPORATION  
OF**

**PRIVATE SEA, INC.**

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 the above named corporation, 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: August 20, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Gabela*

ARTICLES OF INCORPORATION

OF

PRIVATE SEA, INC.

16. MAR '91 3 45 PM '91  
SECRETARY OF STATE  
The undersigned, acting as incorporators of the corporation  
under the Idaho Business Corporation Act, adopt the following  
Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Private Sea, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized for the purpose of  
transacting any and all lawful business for which corporations may  
be incorporated under the Idaho Business Corporation Act including  
but not by way of limitation the purpose of developing, operating  
and maintaining a hydro therapy business.

FOURTH: The aggregate number of shares which the corporation  
shall have authority to issue is 100 shares with \$1.00 par value.

FIFTH: The address of the initial registered office of the  
corporation is 2991 South Portside Avenue, Boise, Idaho 83706, and  
the name of its initial registered agent at such address is Patrick  
J. Duynslager.

SIXTH: The number of directors constituting the initial  
Board of Directors of the corporation is two and the name and  
address of the person who is to serve as Director until the first  
annual meeting of shareholders or until a successor is elected and  
shall qualify is:

NAME

ADDRESS

PATRICK J. DUYNLAGER 2991 South Portside Avenue  
Boise, Idaho 83706

KRISTINA K. DUYNLAGER 2991 South Portside Avenue  
Boise, Idaho 83706

SEVENTH: The name and address of the incorporator is Patrick J. Duynslager at the address described above.

EIGHTH: Amendment of the By-Laws of the corporation by the Board of Directors shall require majority approval of those directors present either in person or by proxy at a meeting of the Board of Directors duly called at which a quorum is present.

NINTH: The Board of Directors may create such committee or committees as it deems to be necessary or advisable with only such power and authority as is specifically defined in the resolution establishing such committee.

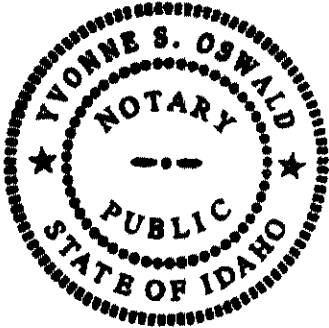
TENTH: The Articles of Incorporation shall not be removed, modified or amended except upon approval of a majority of all of the shareholders at a regular or special meeting of the shareholders called for such meeting.

DATED this 20th day of August, 1991.

  
PATRICK J. DUYNLAGER

STATE OF IDAHO )  
                              ) ss  
County of Ada )

I, Yvonne Oswald, a notary public, do hereby certify that on this 20th day of August, 1991, personally appeared before me Patrick J. Duynslager, being by me first duly sworn, declared that he is the Incorporator of the corporation, and that the statements therein contained are true.



Yvonne S. Oswald  
Notary Public, for Idaho  
Residing at Boise, Idaho  
Commission Expires: 5-29-97