

FILED/EFFECTIVE
AUG 28 AM 10:04
CLERK OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
FITNESS WORLD, INC.

The undersigned person over the age of eighteen (18) years, acting as incorporator of a corporation under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation (the "Corporation") is:

FITNESS WORLD, INC.

ARTICLE II
PURPOSES AND POWERS

The Corporation is organized to be engaged in the business of providing the community with a physical fitness facility and to provide fitness and health related services, information and related products and services with the rendering of any and all services connected in any way therewith in general, and to engage in any and all lawful acts, activities, and/or pursuits for which corporations may presently or hereafter be organized under the Idaho Business Corporation Act.

The Corporation shall have all powers allowed by law, including without limitation those powers described in Section 30-1-302 of the Idaho Code, as amended and supplemented (the "Code"). The purposes stated herein shall be construed as powers as well as purposes and the enumeration of a specific purpose or power shall not be construed to limit or restrict the meaning of general terms or the general powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

ARTICLE III
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock, no par value per share. All voting rights of the Corporation shall be exercised by the holders of the common stock, and the holders of the common stock of the Corporation shall be entitled to receive the net assets of the Corporation upon dissolution. All shares of the common stock shall be fully paid and nonassessable.

IDAHO SECRETARY OF STATE
08/28/2001 05:00
CK: 10239 CT: 142617 BH: 416012
1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3
C 10439

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 1515 Northgate Mile, Idaho Falls, Idaho 83401, and the name of its initial registered agent at such address is Brad A. Pickett. The signature of the initial registered agent is set forth at the end of these Articles of Incorporation.

**ARTICLE V
LIMITATION ON LIABILITY**

Within the meaning of and in accordance with Section 30-1-830 of the Act:

(1) No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a director, except as provided in this Article V.

(2) The limitation of liability contemplated in this Article V shall not extend to (a) the amount of a financial benefit received by a director to which he is not entitled, (b) an intentional infliction of harm on the Corporation or its shareholders, (c) a violation of Section 30-1-833 of the Act, or (d) an intentional violation of criminal law.

(3) Any repeal or modification of this Article V by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(4) Without limitation, this Article V shall be applied and interpreted, and shall be deemed to incorporate, any provision of the Act, as the same exists or may hereafter be amended, as well as any applicable interpretation of Idaho law, so that personal liability of directors and officers of the Corporation to the Corporation or its shareholders, or to any third person, shall be eliminated or limited to the fullest extent as from time to time permitted by Idaho law.

**ARTICLE VI
INCORPORATOR AND BUSINESS MAILING ADDRESS**

The name and address of the incorporator and the business mailing address are as follows:

NAME	ADDRESS
George Z. McDaniel	1515 Northgate Mile, Idaho Falls, Idaho 83401

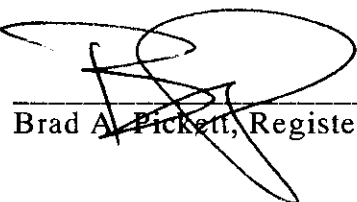
IN WITNESS WHEREOF, the undersigned, being the incorporator of the Corporation, hereby executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 24 day of August, 2001.



George Z. McDaniel

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, BRAD A. PICKETT, hereby acknowledges that he has been named as registered agent of FITNESS WORLD, INC., an Idaho corporation to be formed pursuant to the Articles of Incorporation to which this Acknowledgment is attached, and the undersigned hereby agrees to act as registered agent of said corporation.



Brad A. Pickett, Registered Agent

MAILING ADDRESS

If, upon completion of filing of the above Articles of Incorporation, the Secretary elects to send a copy of the said Articles of Incorporation to the Corporation by mail, the address to which the copy should be mailed is:

Gregory J. Ehardt
2677 East 17th Street, Suite 400
Idaho Falls, Idaho 83406