

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE WINNER'S CORNER, INC.

File number C 111604

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 4, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Mha Sisko*

AUG 4 8 52 AM '95
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
THE WINNER'S CORNER, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

- FIRST: The name of the Corporation is THE WINNER'S CORNER, INC.
- SECOND: The period of its duration is perpetual.
- THIRD: The purposes for which the Corporation is organized is to carry on a health and fitness center together with all related activities and the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
- FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 100,000 shares, with a par value of \$ 10.00 per share.
- FIFTH: There are no provisions denying pre-emptive rights.
- SIXTH: The internal affairs of the Corporation shall be governed by a duly adopted Code of Bylaws which shall be consistent with these Articles of Incorporation and the laws of the State of Idaho.
- SEVENTH: The address of the initial registered office of the Corporation is 133 N. 9th Street, St. Maries, Idaho 83861, County of Benewah, State of Idaho, and the name of the registered agent at such address is Darin Bramblett.

IDAHO SECRETARY OF STATE
8/4/95 9:00:00 AM
Customer # 48518
IVC960006437 16384
CORPORATION PREFIT
1 @ 100.00 = 100.00

EIGHTH: The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify, are:

DARIN BRAMBLETT P. O. Box 312
St. Maries, Idaho 83861

KELLY JO BRAMBLETT P. O. Box 312
St. Maries, Idaho 83861

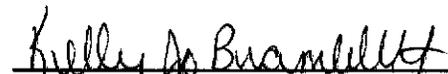
NINTH: The name and address of each incorporator is:

DARIN BRAMBLETT P. O. Box 312
St. Maries, Idaho 83861

KELLY JO BRAMBLETT P. O. Box 312
St. Maries, Idaho 83861

DATED this 24th day of July, 1995.

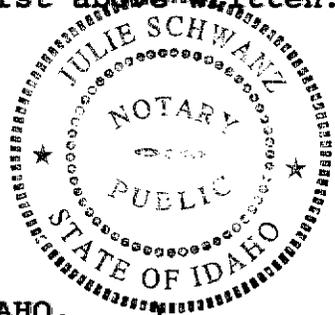

Darin Bramblett


Kelly Jo Bramblett

STATE OF IDAHO,)
 : ss
County of Benewah)

On this 24th day of July, 1995, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared DARIN BRAMBLETT, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

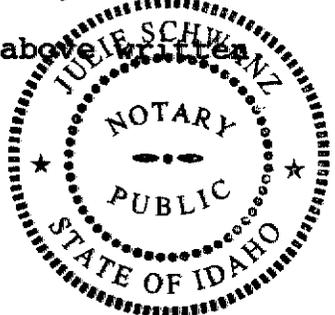


Julie Schwanz
Notary Public - State of Idaho
Residing at St. Maries, ID therein
My commission expires: 06/20/2000

STATE OF IDAHO,)
 : ss
County of Benewah)

On this 2nd day of August, 1995, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared KELLY JO BRAMBLETT, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



Julie Schwanz
Notary Public - State of Idaho
Residing at St. Maries, ID therein
My commission expires: 06/20/2000