

CERTIFICATE OF INCORPORATION
OF

IDAHO FALLS ATHLETIC CLUB, INC.

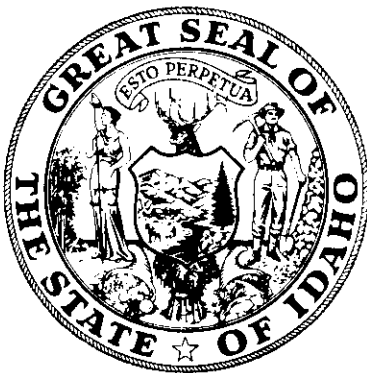
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO FALLS ATHLETIC CLUB, INC.

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: December 20, 1984



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

IDAHO FALLS ATHLETIC CLUB, INC.

DEC 20 8 47 AM '84
IDAHO STATE

The undersigned, acting as incorporators, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Idaho Falls Athletic Club, Inc.

ARTICLE II

The purposes for which said corporation is formed is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

1305 LAUREL DRIVE The address of the Corporation's initial registered office shall be P. O. Box 2350, Idaho Falls, Idaho, County of Bonneville, State of Idaho, and the name of its initial registered agent at such address is James B. Ellsworth.

ARTICLE V

The capital stock of the Corporation shall be Three Thousand (3,000) shares of common stock, with \$1.00 par value. The capital stock of the Corporation shall not be assessable.

ARTICLE VI

The name and address of each incorporator is:

James B. Ellsworth
1305 Laurel Drive
Idaho Falls, Idaho 83401

Jack B. Ellsworth, Jr.
321 Homestead Lane
Idaho Falls, Idaho 83401

Anthony L. Adams
14480 W. 187th Terrace
Olathe, Kansas 66062

ARTICLE VII

The number of directors constituting the initial board of directors of the Corporation is three (3) and 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 are elected and shall qualify are:

James B. Ellsworth
1305 Laurel Drive
Idaho Falls, Idaho 83401

Jack B. Ellsworth, Jr.
321 Homestead Lane
Idaho Falls, Idaho 83401

Anthony L. Adams
14480 W. 187th Terrace
Olathe, Kansas 66062

ARTICLE VIII

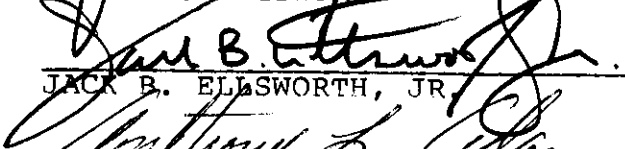
Provisions denying preemptive rights are: None

ARTICLE IX

Provisions for the regulation of the internal affairs of the corporation are: None

DATED this 18th day of December, 1984.


JAMES B. ELLSWORTH


JACK B. ELLSWORTH, JR.


ANTHONY L. ADAMS

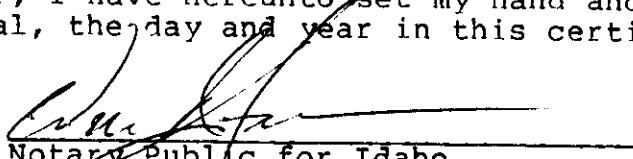
INCORPORATORS

STATE OF IDAHO)
) ss.
County of Bonneville)

On the 8th day of December, in the year of 1984, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared JAMES B. ELLSWORTH, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(seal)



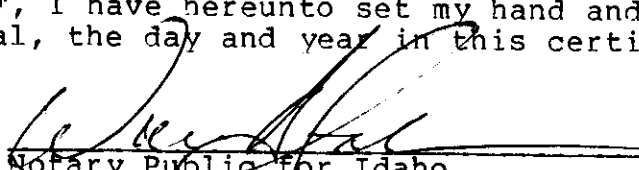
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: Non-Expiring

STATE OF IDAHO)
) ss.
County of Bonneville)

On the 8th day of December, in the year of 1984, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared JACK B. ELLSWORTH, JR., known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(seal)



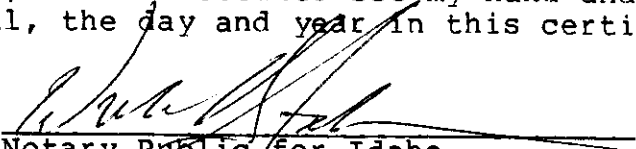
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: Non-Expiring

STATE OF IDAHO)
) ss.
County of Bonneville)

On the 18th day of December, in the year of 1984, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared ANTHONY L. ADAMS, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(seal)



Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: Non-Expiring

2082c/jah