

State of Idaho

Department of State

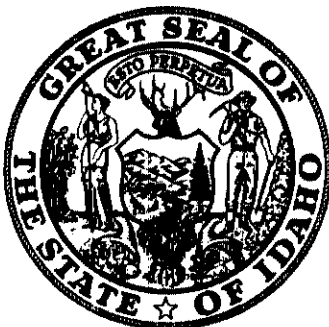
CERTIFICATE OF INCORPORATION OF

MICHAEL'S ONE-TO-ONE PERSONAL TRAINING AND WELLNESS CENTERS, 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: September 7, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Seibel*

ARTICLES OF INCORPORATION OF
MICHAEL'S ONE-TO-ONE PERSONAL TRAINING
AND WELLNESS CENTERS, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do hereby adopt the following articles of incorporation.

ARTICLE ONE

The name of the corporation is MICHAEL'S ONE-TO-ONE PERSONAL TRAINING AND WELLNESS CENTERS, INC.

ARTICLE TWO
CORPORATION DURATION

The duration of the corporation is perpetual.

ARTICLE THREE
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of health and wellness management.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1920 Channing Way, Idaho Falls, Idaho 83404, and the name of its initial registered agent at such address, is Michael S. Myers.

ARTICLE SIX
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Michael S. Myers	457 I Street, Idaho Falls, ID 83402

ARTICLE SEVEN
INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Michael S. Myers	457 I Street, Idaho Falls, ID 83402

Executed by the undersigned at on 9-1-93.



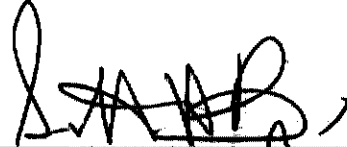
Michael S. Myers

STATE OF IDAHO)

COUNTY OF BONNEVILLE)

BEFORE ME, the undersigned authority, on this 2ND day of September, 1993, personally appeared Michael S. Myers to be well known to be the person described in and who signed the Foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



NOTARY PUBLIC

My Commission Expires: Nov 21, 1994