



**CERTIFICATE OF INCORPORATION
OF**

WHAT A RACQUET, 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: November 23, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Taylor*

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ARTICLES OF INCORPORATION

OF

WHAT A RACQUET, INC.

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

ARTICLE I

The name of the corporation shall be WHAT A RACQUET, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are: to carry on the business of a health and exercise club, any lawful activity related to this business and the transaction of any or all other lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000 with no par value.

ARTICLE V

There are no provisions denying preemptive rights.

ARTICLE VI

mailing
The /address of the initial registered office of the corporation is P.O. Box 965, Glenns Ferry, Idaho 83623, and the name of its initial registered agent at such address is William H. McGrew. The physical address of the registered agent is 1993 East 8th North, Mountain Home, Idaho 83647.

ARTICLE VII

The number of directors constituting the initial board of

directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first meeting of shareholders or until his successor is elected is:

NAME	ADDRESS
William H. McGrew	P. O. Box 965 Glenns Ferry, Idaho 83623

ARTICLE VIII

The name and address of the incorporator is:

NAME	ADDRESS
William H. McGrew	P. O. Box 965 Glenns Ferry, Idaho 83623

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned incorporator has executed these Articles of Incorporation this 19 day of November, 1987.




William H. McGrew

STATE OF IDAHO)
 : ss.
County of Elmore)

On this 19th day of November, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM H. MCGREW, known to me to be the person whose name is subscribed to the within and foregoing 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.



Notary Public for Idaho
Residing at Mountain Home, Idaho
My Commission Expires 5/17/92