



**CERTIFICATE OF INCORPORATION
OF**

ADVANTAGE UNLIMITED, INCORPORATED

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: **April 17, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION
OF
ADVANTAGE UNLIMITED, INCORPORATED

APR 17 2 40 PM '89
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENT, That we, the undersigned, natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho.

AND, WE DO HEREBY CERTIFY:

FIRST

That the name of this corporation is, and shall be, ADVANTAGE UNLIMITED, INCORPORATED.

SECOND

That the purposes for which this corporation is formed are, and it shall have power and authority:

(a) To engage in any commercial enterprise calculated or designed to be profitable to this corporation and in conformity with law, including the purchase and lease of real estate for its own benefit or for the benefit of others.

(b) To engage in the business of the operation of a health club or health facility or athletic club.

(c) To engage in the business of selling retail clothing or sporting equipment.

(d) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of, letters patent of the United States, or of any foreign country, patent rights, licenses and privileges,

franchises, inventions, improvements and processes, copyrights, trademarks and trade names, relating to, or used in connection with any business of this corporation.

(e) To buy, sell, lease, let, own, hold, use, occupy, build contract for or in relation to, mortgage and otherwise, and in every way, deal in or with, buildings, improvements, structures of all kinds, and other real and personal property, necessary, proper, usual, desirable, or incident to such or any of such businesses, or for any other purposes whatsoever.

(f) To buy, sell, invest in, hold, own, pledge, vote, hypothecate and deal in, stocks, bonds and obligations of corporations, municipal and private, of governments, or of individuals; to form, create and enter into partnerships and associations with other persons, natural and/or corporate.

(g) To borrow moneys, with or without security, and to execute, guarantee, issue and dispose of evidences of all kinds of its indebtedness, and bonds, notes and other obligations; to secure the same or any part thereof by pledge or mortgage of the whole or any part of the property or assets of the corporation, real or personal; to make charitable and business donations or gifts; to acquire, reissue and dispose of its own shares of obligations.

(h) To do and perform each, all and every act and thing, and to exercise every power, necessary, expedient, proper, useful or desirable, to carry out or further the purposes, objects and businesses for which this corporation is formed, and which natural persons might or may lawfully do or associate themselves together to perform or do therein.

(i) To have, exercise, use and employ the authority specified in Section 30-114, Idaho Code, and to have, exercise, use and employ any or all of the same, and any or all of the objects, purposes, powers, priv-

ileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more agencies or other places of business within and without said State, and said United States of America.

THIRD

That the location and post office address of the registered office in the State of Idaho is, and shall be, 4170 Tattenham Way, Boise, Ada County, Idaho. *The registered agent shall be Elaine E. Castro.*

FOURTH

That the duration of this corporation is to be perpetual from and after the date of its incorporation.

FIFTH

That the total authorized number of pay value shares of this corporation shall be Five Hundred Thousand shares, each of the par value of One Dollar (\$1.00), and of the aggregate par value of Five Hundred Thousand Dollars (\$500,000.00), which said shares shall be common stock, and shall not be subject to assessment.

SIXTH

That the name and post office address of each of the incorporators, *and the original board of directors,* and the number of shares subscribed by each set opposite their respective names, are:

Name	Address	No. Shares	Amount
Elaine E. Castro	4170 Tattenham Way Boise, Idaho	1	\$1.00
Frank J. Castro	4170 Tattenham Way Boise, Idaho	1	\$1.00

SEVENTH

The first Board of Directors shall consist of two (2) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than two (2) nor more than eleven (11).

EIGHTH

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

NINTH

All or any meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

IN WITNESS WHEREOF, We have signed triplicate originals of these Articles this 17th day of April, 1989.

David J. Carter

[Signature]

STATE OF IDAHO)
) ss.
County of Ada)

On this 17th day of April, 1989, before me, the undersigned, a Notary Public in and for the said State, personally appeared ELAINE E. CASTRO and FRANK J. CASTRO, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they 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.

Dianna Wynia
Notary Public for Idaho
Residing at Boise, Idaho.

expires 8-2-94