

State of Idaho

Department of State

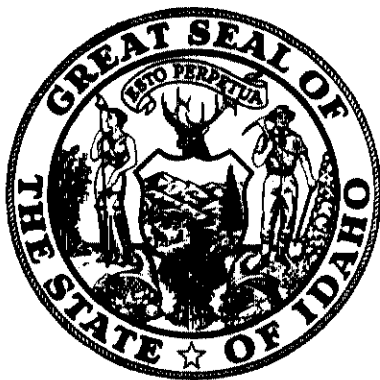
CERTIFICATE OF INCORPORATION OF

GYM OUTFITTERS, 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 06, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth Zosala*

NO 6 10 15 AM '90
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
GYM OUTFITTERS, INC.**

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, (Idaho Code 30-1-1) adopt the following articles of incorporation for such corporation:

Article 1

The name of the corporation is Gym Outfitters, Inc.

Article 2

The period of its duration is perpetual.

Article 3

The purpose of the corporation is to transact any or all lawful business for which corporations may be incorporated under the law.

Article 4

The aggregate number of shares which the corporation shall have the authority to issue is one million shares (1,000,000). The shares shall be of only one class and all of the shares are without par value.

Article 5

The registered agent for the corporation is:

Dan W. Spindler
1137 Harcourt Drive
Boise, Idaho 83702

Article 6

The director of the corporation is:

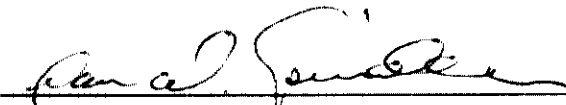
Dan W. Spindler
1137 Harcourt Drive
Boise, Idaho 83702

Article 7

The incorporator of the corporation is:

Dan W. Spindler
1137 Harcourt Drive
Boise, Idaho 83702

Dated: November 6, 1990



Dan W. Spindler