



CERTIFICATE OF INCORPORATION
OF

NAUTILUS SWIM AND FITNESS CENTER, INC.

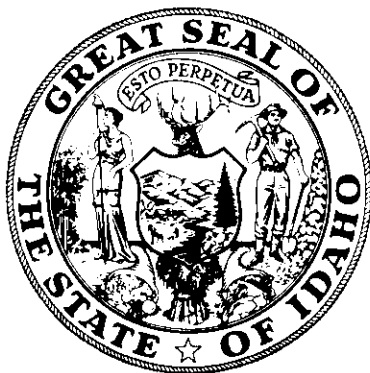
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

NAUTILUS SWIM AND FITNESS CENTER, 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: September 26, 1984



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

Articles of Incorporation

of

NAUTILUS SWIM AND FITNESS CENTER, INC.

'94 SEP 26 PM 3 41
SECRETARY OF
STATE

The undersigned, Mark Dufendach and Keith Watts desire to form a corporation in accordance with Chapter 1, Title 30 of the Idaho Code and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is NAUTILUS SWIM AND FITNESS CENTER, INC.

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The Corporation is organized for the purpose of engaging in the business of operating a health and fitness club and for the purpose of engaging in any and all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The location and post office address of the initial registered office of the corporation is 5137 Glenwood, Boise, Idaho, 83704. The name and address of the registered agent is:

David K. Swanson
1412 W. Idaho St.
Suite 201
Boise, ID 83702

ARTICLE V

The Corporation shall have the authority to issue one thousand (1,000.00) shares of common stock with no par value.

ARTICLE VI

The stock authorized by these articles is intended to be Section 1244 stock and to qualify as such and comply with Section 1244 of the Internal Revenue Code of the United States.

ARTICLE VII

The transferability of the shares of stock of this Corporation shall be restricted as set out in the Bylaws or Resolutions of this Corporation regarding the sale of stock and the death of a stockholder. Said Bylaws and Resolutions will be kept at the registered office of the Corporation.

ARTICLE VIII

The names and post office addresses of the incorporators are as follows:

Mark Dufendach, 4470 Shamrock Ct., Boise, ID 83704
Keith Watts, 3459 Whitman, Boise, ID 83705

ARTICLE IX

The names and post office addresses of the initial directors of the Corporation appointed by the incorporators to serve until the first annual meeting of the shareholders or until their successors are elected and shall qualify, are as follows:

Mark Dufendach, 4470 Shamrock Ct., Boise, ID 83704
Keith Watts, 3459 Whitman, Boise, ID 83705

ARTICLE X

The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the Corporation.

ARTICLE XI

The number of directors of the Corporation shall be specified in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders or until their successor are elected and qualified.

ARTICLE XII

The stockholders of common stock in the Corporation shall have preemptive and preferential rights of subscription to any shares of stock with the Corporation whether now or hereafter authorized, or to any obligations of the corporation convertible into stock.

ARTICLE XIII

No contract or other transaction between the Corporation and any other Corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors of, or are officers of, such other corporations; any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any Contract or transaction of the Corporation, provided that the fact that he or such firm if so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the Corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation not so interested.

XIV

The Corporation shall be governed as to its internal affairs by the Bylaws of the Corporation kept at the registered office of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands
this 26th day of September, 1984.

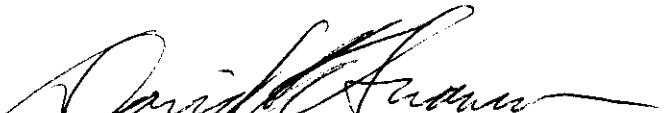

Mark Dufendach


Keith Watts

STATE OF IDAHO)
: ss.
County of ADA)

On this 26 day of September, 1984, before me
the undersigned, a Notary Public for said State, personally
appeared MARK DUFENDACH, known to me to be the person whose
name is subscribed to the foregoing instrument, who, being
first duly sworn on his oath, acknowledged to me that he
executed the same.

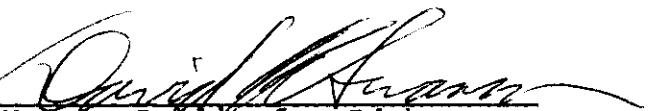
IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal the day and year in this
certificate first written.


Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
: ss.
County of ADA)

On this 26 day of September, 1984, before me
the undersigned, a Notary Public for said State, personally
appeared KEITH WATTS, known to me to be the person whose
name is subscribed to the foregoing instrument, who, being
first duly sworn on his oath, 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 written.


Notary Public for Idaho
Residing at Boise, Idaho