

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

06 AUG 29 PM 3:35

PASERO FITNESS, INC.

**SECRETARY OF STATE
STATE OF IDAHO**

1. Name. The name of the corporation is Pasero Fitness, Inc.
2. Duration. The period of its duration is perpetual.
3. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be 10,000 with a par value of \$0 per share, all of which shall be common voting stock.
4. Registered office and agent. The initial registered office of the corporation is 3465 Summerset Way, Boise, Idaho, 83709 and its registered agent at that address is Judy A. Pasero.
5. Incorporators. The names and addresses of the incorporators are:

Judy A. Pasero	Paul G. Pasero
3465 Summerset Way	3465 Summerset Way
Boise, Idaho 83709	Boise, Idaho 83709
6. Voting Entitlement of Shares.
 - a) Except as provided in sections (b) and (d) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.
 - b) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.
 - c) Section (b) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.
 - d) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been

IDAHO SECRETARY OF STATE
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deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

7. Corporate Purpose. The purpose for which this corporation is organized is for the transaction of any and all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.
8. Preemptive Rights. Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

IN WITNESS WHEREOF, we have subscribed these Articles of Incorporation this ____ day of August, 2006.

Judy A. Pasero, Incorporator
Judy A. Pasero, Incorporator

Paul G. Pasero, Incorporator
Paul G. Pasero, Incorporator