



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

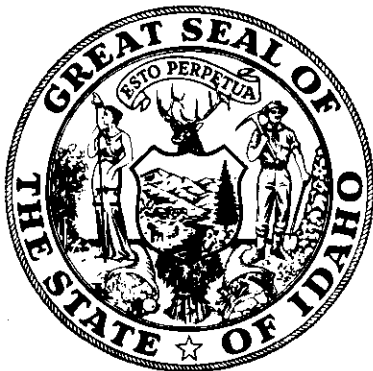
THE FITNESS CENTER, INC.

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 _____

THE 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 _____, 19 ____.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

10 03 18 P. 8 35

ARTICLES OF INCORPORATION
OF
THE FITNESS CENTER, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS: That we, the under-
signed, being natural citizens of full age and citizens of the
United States of America, in order to form a corporation for the
purposes hereinafter stated, under and pursuant to the provisions
of the general laws of the State of Idaho, do hereby certify as
follows:

ARTICLE I

The name of the Corporation shall be "THE FITNESS
CENTER, INC."

ARTICLE II

The Corporation's purposes are: To maintain, operate,
and control a physical fitness gym for the general public
generally; to build, own, and operate locker rooms connected
therewith; to charge membership fees, rates, rentals, and other
forms of payment for conducting said recreational gym; to buy,
sell, lease, mortgage, and exchange any and all real and personal
property which may be necessary, advantageous, or proper in the
conduct of said business; and to do and transact all business
properly connected with or incidental to any or all of the
objects and purposes above outlined.

Articles of Incorporation
The Fitness Center, Inc.

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

Articles of Incorporation
The Fitness Center, Inc.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be:

432 Highland Avenue
Twin Falls, ID 83301

That STEPHEN E. DeWITT shall be the registered agent.

ARTICLE V

The total number of shares which the Corporation is authorized to issue is 1,000 shares. The aggregate par value of said shares is \$10,000 and the par value of each share is \$10.00.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
STEPHEN E. DeWITT	432 Highland Avenue Twin Falls, ID 83301	1
EVA MARIE DeWITT	432 Highland Avenue Twin Falls, ID 83301	1

The above named incorporators shall also be the initial Directors.

Articles of Incorporation
The Fitness Center, Inc.

ARTICLE VII

The Board of Directors shall consist of two Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the Board of Directors shall not be more than five nor less than two unless all of the shares of the Corporation are owned beneficially or of record by one stockholder, in which case the number of Directors may be less than two but not less than the number of stockholders.

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

STEPHEN E. DeWITT
432 Highland Avenue
Twin Falls, ID 83301

EVA MARIE DeWITT
432 Highland Avenue
Twin Falls, ID 83301

ARTICLE VIII

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

Articles of Incorporation
The Fitness Center, Inc.

ARTICLE IX

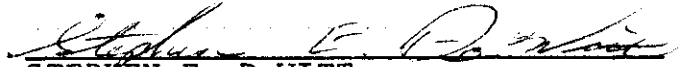
The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the 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 or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

Articles of Incorporation
The Fitness Center, Inc.

IN WITNESS WHEREOF, We have hereunto set our hands and
seals this 8th day of January, 1980.


STEPHEN E. DeWITT


EVA MARIE DeWITT

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 8th day of January, 1980, before me, the
undersigned, a Notary Public in and for said State, personally
appeared STEPHEN E. DeWITT and EVA MARIE DeWITT known to me to be
the persons whose names are subscribed to the foregoing instrument
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.


Notary Public for State of Idaho
Residing at Twin Falls, therein