

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

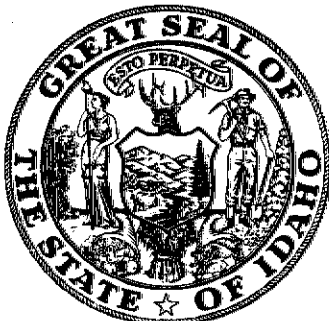
NEW LIFE FITNESS, INC.

File number C 116547

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: September 25, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sci Smoot*

ARTICLES OF INCORPORATION

SEP 25 10 36 AM '96

OF

SECRETARY OF STATE
STATE OF IDAHO

NEW LIFE FITNESS, INC.

The undersigned natural persons of the age of eighteen years or older, acting as incorporators of New Life Fitness, Inc., under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, adopt the following articles of incorporation:

ARTICLE I

NAME

The name of this Corporation is "New Life Fitness, Inc."

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV

CAPITALIZATION

This Corporation shall have authority to issue an aggregate of ten thousand (10,000) shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	10,000	No Par Value

IDAHO SECRETARY OF STATE
DATE 09/25/1996 0900 27658

CK #: 103 CUST#: 71058

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ARTICLES OF INCORPORATION - 1.

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Each share of Common stock will have one vote with equal rights to distributions, and equal rights to the net assets of the corporation upon liquidation.

ARTICLE V

PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights.

ARTICLE VI

CUMULATIVE VOTING

In all elections for Directors, shareholders shall not be permitted to cumulate their votes. Shareholders shall be limited to one vote for each share of stock registered in the shareholder's name on the books of the Corporation.

ARTICLE VII

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

D. Leon Anderson

481 Meadowbrook Drive
Nampa, Idaho 83686

ARTICLE VIII

DIRECTORS

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be one (1). All directors must be stockholders of the Corporation.

The initial board of directors of the Corporation shall consist of one (1) director. The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successors are elected and qualified, is as follows:

Name

Address

D. Leon Anderson

481 Meadowbrook Drive
Nampa, Idaho 83686

ARTICLE IX

INCORPORATORS

The name and address of the incorporator are as follows:

Name

Address

D. Leon Anderson

481 Meadowbrook Drive
Nampa, Idaho 83686

ARTICLE X

ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The directors of this Corporation are not liable to the corporation or to its shareholders for monetary damages arising from a breach of fiduciary duty or for any action taken or any failure to take any action as a director, except:

(1) for any breach of the director's duty of loyalty to the corporation or its shareholders;

(2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(3) as provided in Idaho Code § 30-1-48; or

(4) for any transaction from which the director derived an improper personal benefit.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS & OFFICERS

The Corporation shall have the authority, in accordance with Idaho state law, to indemnify each director or officer, or any person who may have served at its request as a director or officer of another corporation in which it has shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation (whether or not he continues to be a director or officer at the time of incurring such expense) except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or willful misconduct in the performance of his duty as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of any such actions, suits, or proceedings brought against any such director, officer, or person. Wherever in this section a director or officer is referred to, such reference shall include his or her personal representatives, executors, and administrators.

ARTICLE XII

LIMITED LIABILITY FOR SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.

DATED this 25th day of September, 1996.

INCORPORATOR:



D. Leon Anderson, Incorporator

ARTICLE XIII

ACCEPTANCE BY REGISTERED AGENT

I hereby accept appoint as Registered Agent of the above-named Corporation.
DATED this 25th day of September, 1996.

A handwritten signature in cursive script, appearing to read "D. Leon Anderson", is written over a horizontal line.

D. Leon Anderson, Registered Agent