



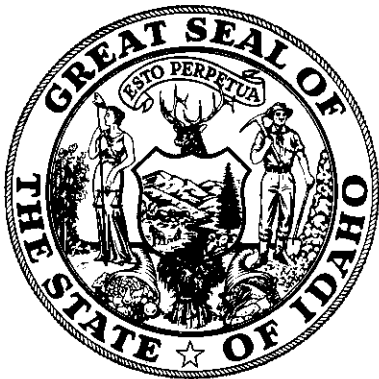
CERTIFICATE OF INCORPORATION
OF

GREAT AMERICAN HEALTH CLUBS, 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: June 6, -1986



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Larry J. Clark

ARTICLES OF INCORPORATION
OF
GREAT AMERICAN HEALTH CLUBS, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the Corporation is GREAT AMERICAN HEALTH CLUBS, INC.,

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the Corporation is organized are: To own and operate health club facilities and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 with a \$1.00 par value.

FIFTH: The address of the initial registered office of the Corporation is 7091 Emerald, Boise, Idaho 83704, and the name of its initial registered agent at such address is Roy Musgrove.

SEVENTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is incorporator and who is to serve as director until the first annual meeting of shareholders or until his successors are elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Roy Musgrove	7091 Emerald Street Boise, Idaho 83704

DATED this 6 day of June, 1986.

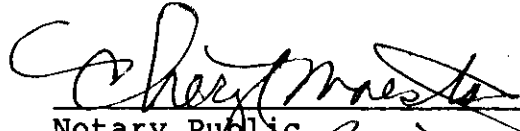


ROY MUSGROVE

STATE OF IDAHO)

) ss
County of Ada)

I, the undersigned, a notary public, do hereby certify that on this 6 day of June, 1986, personally appeared before me, ROY MUSGROVE, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.



Notary Public
Residing at: Bain ID
Comm. Expires: 2-1-91