

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

STERLING ENTERPRISES, INC.

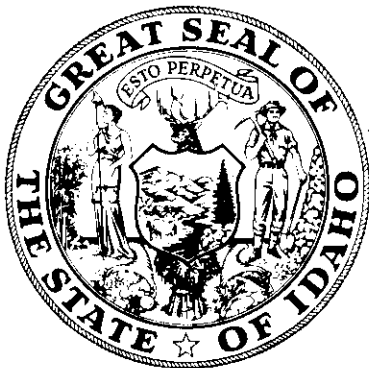
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

STERLING ENTERPRISES, 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: **December 23, 1982**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
STERLING ENTERPRISES, INC.

I, the undersigned, being a natural person of full age, for the purpose of organizing a corporation pursuant to the Idaho Business Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I.

NAME

The name of the Corporation is STERLING ENTERPRISES, INC.

ARTICLE II.

PURPOSES

The general nature of the business to be transacted and the purposes for which the corporation is organized are as follows:

- (a) To purchase or otherwise acquire licenses for the operation of Diet Center franchises and to operate, sell, assign, lease, subfranchise or otherwise deal in such licenses.
- (b) To do in general, any and all things that are incidental and conducive to the attainment of any of the above purposes or activities, which now or hereafter may be authorized by the laws of the State of Idaho and of the United States as presently constituted or as hereafter may be amended.
- (c) The foregoing provision shall be construed as both purposes and powers to be liberally construed in

furtherance of and not in limitation of the powers which the corporation may have under present or future laws of the State of Idaho.

ARTICLE III.

DURATION

The duration of the corporation is perpetual.

ARTICLE IV.

REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of the corporation shall be Barry H. Bright, and the initial registered office shall be located at 510 East 450 South, Rexburg, Idaho 83440.

ARTICLE V.

STOCK

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares without par value. There shall be pre-emptive rights to the issuance of the stock of the corporation. The stock of the Corporation is one class known as common stock. All voting rights of the Corporation shall be exercised by the holders of the common stock, with each share of common stock being entitled to one vote. All stock when fully paid for shall be non-assessable. All shares of common stock shall have equal rights in the event of dissolution or final liquidation.

ARTICLE VI.

BOARD OF DIRECTORS

The business and affairs of the corporation shall be

managed and its corporate powers shall be exercised by the Board of Directors consisting of at least one but not more than nine members whose qualifications, terms of office and duties shall be prescribed by the Bylaws of the corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Barry H. Bright	510 East 450 South Rexburg, ID 83440
Edna H. Bright	Box 174 Teton, ID 83451
Dennis A. Bright	715 East 250 North Bountiful, UT 84010
Darris J. Bright	169 Valley View Pocatello, ID 83201
Mark R. Alder	74 East 1470 South Farmington, UT 84025

ARTICLE VII.

BYLAWS

The Board of Directors may adopt, amend and repeal at will such Bylaws as are not inconsistent with law, these Articles of Incorporation, corporate rights and vested privileges and the Idaho Business Corporation Act.

ARTICLE VIII.

AMENDMENTS

The Articles of Incorporation may be amended by the affirmative vote of the holders of a majority of the shares entitled to vote on each such amendment. All other provisions as

to meeting, and voting and action taken by the shareholders or the directors of the corporation shall be as set forth in the Bylaws of the Corporation and according to the provisions of the Idaho Business Corporation Act where otherwise pertinent.

ARTICLE IX.

INCORPORATOR

The name and address of each incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Barry Bright	510 East 450 South Rexburg, Idaho 83440

Executed in duplicate this 22nd day of December, 1982.

Barry Bright
BARRY BRIGHT
Incorporator

STATE OF IDAHO)
 :SS
COUNTY OF MADISON)

On this 22nd day of December, in the year of 1982, before me, a Notary Public in and for said State, personally appeared BARRY BRIGHT, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Barbara A. Nelson
Notary Public
Residing In: Neuadale
My Commission Expires: 8/4/86