



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

JT'S SPA SOLUTIONS, 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: December 28, 1939



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Babela*

ARTICLES OF INCORPORATION
OF

RECEIVED
SEC. OF STATE

JT'S SPA SOLUTIONS, INC. 89 DEC 28 AM 8 30

WE, THE UNDERSIGNED, Deborah Lyn Thompson and Kaye Lynn Jensen, natural persons of the age of eighteen years or more and citizens of the United States acting as incorporators under the Idaho Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be JT'S SPA SOLUTIONS, INC.

ARTICLE II

The duration of this corporation shall be considered perpetual unless otherwise modified in writing by proper authority.

ARTICLE III

This corporation is formed for the following lawful purposes:

- (a) To operate all business functions properly authorized for a business incorporated under the laws of the State of Idaho.
- (b) To provide for the upkeep and maintenance on an ongoing basis of hot tubs and spas owned by private or business entities and to stock and

sell all chemicals necessary for such upkeep. To drain, maintain, repair, and perform all necessary functions for the maintenance and upkeep of hot tubs and spas in the Pocatello area.

- (c) 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 be deemed, directly or indirectly, to improve the interest of this corporation, and to do all things, and to have and exercise all power conferred or permitted by law.
- (d) The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and 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 no ways 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 the aforesaid general powers.

ARTICLE IV

The aggregate number of shares which this corporation shall have the authority to issue is Fifty Thousand (50,000) shares at a par value of \$5.00 per share. All stock of this corporation shall be common, voting stock. Initially, only Thirty Thousand (30,000) shares of this stock shall be issued and outstanding as follows:

Deborah Lyn Thompson.....15,000 shares
Kaye Lynn Jensen.....15,000 shares

All remaining shares of stock shall be considered treasury stock of reserve stock and shall not be issued until proper authority for the issuance thereof is forthcoming from the corporation as per the laws of the State of Idaho. Initially, there shall be no restriction on the transfer of shares of stock from this corporation, however, the Board of Directors or the shareholders may adopt bylaws restraining the issuance of further shares under such conditions as they deem to be appropriate and reasonable.

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

ARTICLE V

The shareholders shall have pre-emptive rights to acquire additional shares of the corporation prior to the issuance thereof to the general public. Further, each respective shareholder of this corporation shall grant to the other respective shareholder the right of first refusal as to future sales of any of the initial stock issued as set forth above. Any stockholder so selling the stock of this corporation shall first offer the stock to the other respective shareholder at a price equal to or less than any other purchasing party. If the offeree of such an offer shall reject or fail to purchase said stock from the offering party, they

offering party is free to sell the stock to any third party at a price equal to or greater than that price offered to the offeree party.

ARTICLE VI

The location and post office address of the corporation's initial registered office is 954 West Clark, P.O. Box 66, Pocatello, Idaho 83204. The name of the initial registered agent at such address is Deborah Lyn Thompson.

ARTICLE VII

The number of Directors constituting the initial Board of Directors of this corporation shall be two (2). The names and residence addresses of persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified are:

Deborah Lyn Thompson
954 West Clark
Pocatello, Idaho 83201

Kaye Lynn Jensen
255 North 14th
Pocatello, Idaho 83201

ARTICLE VIII

If there should ever be a voting deadlock in regard to the decisions on the affairs of this corporation, said decision shall be referred to an arbitrator for decision. It is hereby agreed that in case of such a deadlock, the matter under decision shall be referred to Ms. Jody Crockett, 138 North 13th, Pocatello, Idaho 83201, for arbitration. Upon review and

evaluation of the decision, Ms. Crockett shall render a decision which shall be binding on all shareholders as set forth above, their successors and assigns hereto.

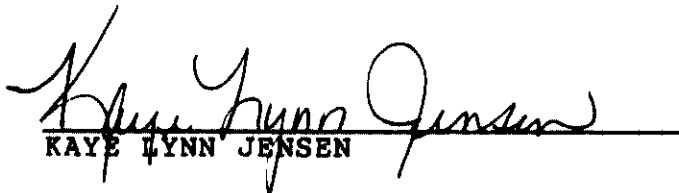
ARTICLE IX

No contract or other transaction between this corporation and one or more of its directors or any other person, partnership, corporation, firm, association or entity in which one or more of this corporation's directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof in which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose and each such director of this corporation is hereby released from liability which might otherwise exist from such contract if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract; or (b) the transaction is either approved by sufficient vote or consent without counting the votes or consents of each interested director; or (c) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (d) the contract or transaction

is fair and reasonable to the corporation. If the fact of such relationship or interest is known, then the common or interested director may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

IN WITNESS WHEREOF we hereunto sign and verify in duplicate these Articles of Incorporation this 27 day of December, 1989.


DEBORAH LYN THOMPSON

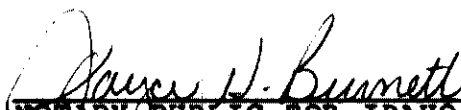

KAYE LYNN JENSEN

STATE OF IDAHO)
 : ss.
COUNTY OF BANNOCK)

I, the undersigned Notary Public, hereby certify that on the 27 day of December, 1989, DEBORAH LYN THOMPSON and KAYE LYNN JENSEN, personally appeared before me, and being first duly sworn, declared that they were the persons who

signed the foregoing Articles of Incorporation and that the statements therein contained are true.

(Seal)


NOTARY PUBLIC FOR IDAHO
Residing at Pocatello
Commission Expires: 12-29-93