



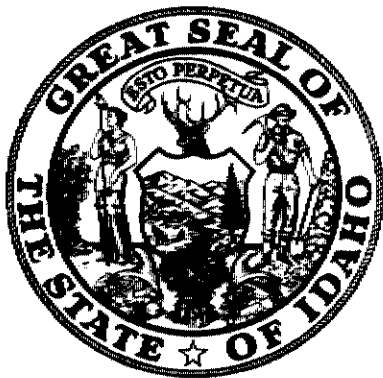
CERTIFICATE OF INCORPORATION
OF

FITNESS, 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: October 16, 1987



SECRETARY OF STATE

by:

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

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FITNESS, INC.

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

1. NAME: The name of the corporation is FITNESS, INC.

2. DURATION: The period of it's duration is perpetual.

3. PROFIT: This is a profit corporation.

4. PURPOSES: The purpose or purposes for which the corporation is organized is to acquire, own, and operate the Pocatello Courthouse and Fitness Center, and for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

5. SHARES AUTHORIZED: The aggregate number of shares which the corporation shall have authority to issue is TEN THOUSAND (10,000) share of NO PAR VALUE common stock.

6. PRE-EMPTIVE RIGHTS: Shareholders shall have pre-emptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.

7. BUSINESS AFFAIRS: Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the corporation's By-Laws, including restrictions on the transfer of shares.

8. REGISTERED AGENT AND OFFICE: The initial registered agent is:

GREG E. BARKDULL

and the initial registered office is:

Pocatello Courthouse and Fitness Center
1800 Garrett Way
Pocatello, Idaho 83201

9. BOARD OF DIRECTORS: The number of directors constituting the initial Board of Directors of the corporation is four, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Greg E. Barkdull
456 N. 15th
Pocatello, Idaho 83201

Sophia P. Barkdull
456 N. 15th
Pocatello, Idaho 83201

Craig W. Norby
1507 Ammon
Pocatello, Idaho 83201

Susan Norby
1507 Ammon
Pocatello, Idaho 83201

10. INCORPORATORS: The names and addresses of each incorporator is:

Greg E. Barkdull
P. O. Box 760
Pocatello, Idaho 83201

Craig W. Norby
1507 Ammon
Pocatello, Idaho 83201

Dated this 13th day of October, 1987.



GREG BARKDULL

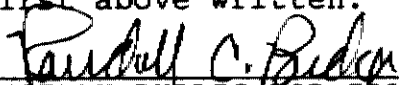


CRAIG W. NORBY

STATE OF IDAHO)
: ss
County of Bannock)

On this 13th day of October, 1987, before me,
the undersigned, a Notary Public in and for said State,
personally appeared GREG BARKDULL, known to me to be the
person whose name is subscribed to the foregoing and
acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and seal the day and year first above written.




NOTARY PUBLIC FOR IDAHO
Residing at Pocatello
Comm. Exp. 10/15/90

(SEAL)

STATE OF IDAHO)
: ss
County of Bannock)

On this 13th day of October, 1987, before me,
the undersigned, a Notary Public in and for said State,
personally appeared CRAIG W. NORBY, known to me to be the
person whose name is subscribed to the foregoing and
acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and seal the day and year first above written.



NOTARY PUBLIC FOR IDAHO
Residing at Pocatello
Comm. Exp. 10/15/90

(SEAL)