



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SONDEREGGER MINT CENTERS, INC.

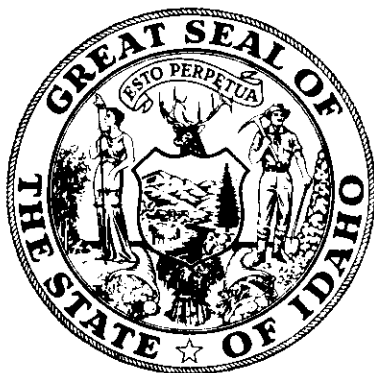
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SONDEREGGER MINT CENTERS, 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 March 10, 19 30.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

100
ARTICLES OF INCORPORATION
OF SECRETARY OF
STATE
SONDEREGGER DIET CENTERS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a resident of the United States of America, of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and pursuant thereto, we hereby certify as follows:

ARTICLE I

The name of this corporation shall be SONDEREGGER DIET CENTERS, INC.

ARTICLE II

The purposes for which this corporation is organized are as follows:

(A) To conduct and carry on the business of acting as a franchisor, franchisee, subfranchisor, subfranchisee, or in any other capacity in connection with the creation, development, and business of diet centers; included shall be the right to purchase and sell supplies, equipment, books, literature and forms, together with any other items.

(B) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property, to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises on or to real or personal property.

(C) To incur debts for any lawful purpose and to raise, borrow and secure the payment of money in any lawful manner, including, but not limited to bonds, debentures, and/or any other negotiable or non-negotiable instrument, all of which may be secured or unsecured.

(D) To sue and be sued, appear and complain and defend in any court of law and equity or before any board, commission or tribunal.

(E) To employ persons and appoint such officers as the business of the corporation may require; and, in connection therewith create,

carry out, abolish, revise, amend, and/or alter pension plans, profit sharing plans, medical plans, insurance plans, and recreational plans and/or facilities at the corporation's expense and/or upon such other terms and conditions as may be determined by the Board of Directors.

(F) To acquire and carry on all or any part of the business or property of any corporation engaged in a business similar to that authorized to be conducted by this corporation, and to undertake in connection therewith, any liability of any person, firm, association or corporation described as aforesaid.

(G) To enter into partnership or into any arrangement for sharing of profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.

(H) To do all things necessary, essential, convenient or proper for the accomplishment of any and all of the aforementioned purposes or the attainment of any and all of the objects above mentioned or incident to the powers herein named, or which shall at any time appear to be conducive or expedient or beneficial to this corporation, and to such end to have any and all powers conferred upon corporations organized under the general laws of the State of Idaho.

ARTICLE III

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as Route #2, Box 332, Rigby, Jefferson County, Idaho, 83442. The name of the registered agent is CLAYTON SONDEREGGER, at that address.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The amount of the total authorized capital stock of this corporation is Fifty Thousand Dollars (\$50,000.00), which shall be evidenced by shares having a par value of One Dollar (\$1.00). This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code.

Such stock is, and shall remain non-assessable.

ARTICLE VI

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

ARTICLE VII

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VIII

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of said persons as follows, to wit:

NAME	ADDRESS	AMOUNT OF STOCK SUBSCRIBED
Clayton Sonderegger	Route #2, Box 332 Rigby, Idaho 83442	One (1) Share
Reta Sonderegger	Route #2, Box 332 Rigby, Idaho 83442	One (1) Share
Ralph Sonderegger	Trailer No. 29 Ricks College Trailer Ct. Rexburg, Idaho 83440	One (1) Share

Said persons, together with the following, shall serve as the initial

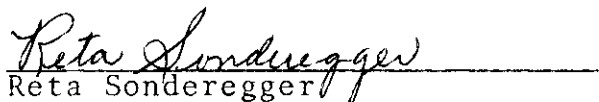
Board of Directors: TIM and CAROL MORRISON-531 Buckley Ave.--Springville,UT 84663

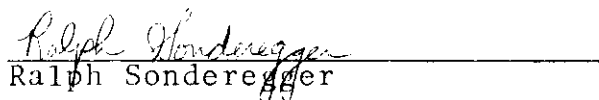
KELLY SONDEREGGER--Rt. #2,Box 332--Rigby, Idaho 83442

KIMBERLY SONDEREGGER--Same as Ralph Sonderegger above

IN WITNESS WHEREOF, we have hereunto set our hands and seals in
duplicate originals this 29 day of February, 1980.


Clayton Sonderegger


Reta Sonderegger



Ralph Sonderegger

STATE OF IDAHO)
 ss
County of Jefferson)

On this 29 day of February, 1980, before me, the undersigned,
a Notary Public in and for said state, personally appeared Clayton
Sonderegger, Reta Sonderegger and Ralph Sonderegger, known to me to be
the persons whose names are subscribed to the foregoing, and acknowledged
to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year in this acknowledgement first above
written.

(seal)


Notary Public for Idaho
Residing at Rigby, Idaho
Non-expiring Commission