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State of Idaho

Department of State

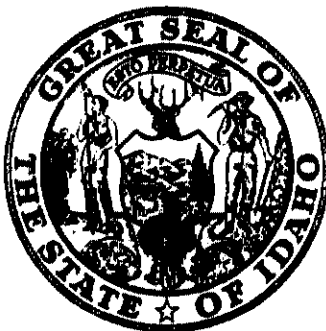
CERTIFICATE OF INCORPORATION OF

SUN VALLEY TAE KWON DO, 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: January 2, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Dee Harnsworth

Corporation Clerk

ARTICLES OF INCORPORATION
OF
RECEIVED
SEC. OF STATE SUN VALLEY TAE KWON DO, INC.

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The undersigned, acting as an incorporator under the provisions of the Idaho Nonprofit Corporation Act and Idaho Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I.

Name.

The name of this Corporation is SUN VALLEY TAE KWON DO, INC.

ARTICLE II.

Nonprofit Corporation.

This Corporation is a nonprofit corporation and is not organized for the pecuniary benefit of any of its members, officers of directors. No part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, officers or directors, except to the extent permitted under the Idaho Nonprofit Corporation Act.

ARTICLE III.

Period of Duration.

The duration of this Corporation is to be perpetual.

ARTICLE IV.

Purposes and Powers.

Section 1. Purposes. The purposes for which this Corporation is organized are for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter, and in this regard, to organize, operate and maintain an educational institution to instruct and train children and adults in the martial art of Tae Kwon Do.

Section 2. Powers. This corporation shall have all the powers, either directly or indirectly, to do any and all lawful acts and to engage in any and all lawful activities which may be necessary, desirable or proper for the furtherance and

accomplishment of any or all of the purposes for which the Corporation is organized. Notwithstanding anything to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter.

ARTICLE V.

Membership.

This Corporation shall have members, who shall also constitute the Board of Directors.

ARTICLE VI.

Registered Office and Registered Agent.

The address and post office box of the registered office of this corporation are 251 Main Street South, Ketchum, Idaho, 83340, and P. O. Box 3240, Ketchum, Idaho, 83340. The name of the initial registered agent of this corporation at that address is Thomas C. Praggastis.

ARTICLE VII.

Directors.

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws. The initial Board of Directors shall consist of seven (7) members. The names and addresses of the persons who are to serve as Directors until successors be elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Thomas C. Praggastis	Post Office Box 1656 Sun Valley, Idaho 83353
Robert K. Adamson	Post Office Box 211 Carey, Idaho 83320
Lecia Walters	Post Office Box 2303 Ketchum, Idaho 83340
Gary Peterson	Post Office Box 3268 Ketchum, Idaho 83340

Robin Seitz

Post Office Box 1024
Ketchum, Idaho 83340

Steven Bushi

Post Office Box 5620
Ketchum, Idaho 83340

Michael Thompson

Post Office Box 2513
Ketchum, Idaho 83340

ARTICLE VIII.

Incorporators.

The name and address of the incorporator of this Corporation is Thomas C. Praggastis, P. O. Box 1656, 106 Grey Eagle, Sun Valley, Idaho, 83353.

ARTICLE IX.

Provisions for Regulation of Corporation's Internal Affairs.

Section 1. Meetings of Shareholders and Directors. Meetings of the Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

Section 2. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Nonprofit Corporation Act and these Articles of Incorporation.

Section 3. Compensation of Directors. The Board of Directors shall have not receive compensation for their services as directors. A Director may serve the corporation in any other capacity and may receive compensation therefrom in any form.

Section 4. Contracts in which Directors Have an Interest. The Bylaws of the corporation shall provide for the handling of contracts or transactions in which Directors may have a financial

interest, whether direct or indirect.

Section 5. Indemnification of Directors and Officers. The Bylaws of the corporation shall provide for the circumstances in which Directors and officers of the corporation may be entitled to indemnification.

ARTICLE X.

Amendment of Articles of Incorporation.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of at least two-thirds (2/3) of the Directors entitled to vote in a meeting of Directors called for such purpose as prescribed by law.

ARTICLE XI.

Prohibited Activities.

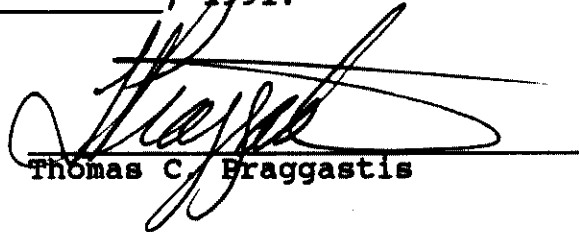
No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE XII.

Distribution on dissolution.

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members, directors or officers of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation and to the applicable provisions of the Idaho Nonprofit Corporation Act, shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code, as amended.

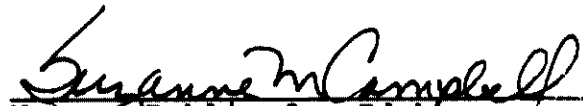
IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 30 day of December, 1991.


Thomas C. Praggastis

STATE OF IDAHO)
 : ss.
County of Blaine)

On this 30 day of December, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared Thomas C. Praggastis, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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


Notary Public for Idaho
Residing at Blaine County
Commission expires 1994