

93246-10583

State of Idaho

Department of State

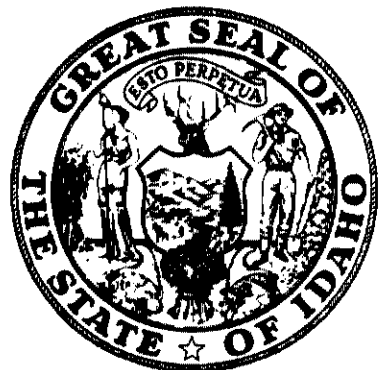
CERTIFICATE OF AUTHORITY OF

W.W. ROCKY MOUNTAIN GROUP INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of W.W. ROCKY MOUNTAIN GROUP INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to W.W. ROCKY MOUNTAIN GROUP INC. to transact business in this State under the name W.W. ROCKY MOUNTAIN GROUP INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **November 01, 1990**



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth J. Zabala
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is W.W. ROCKY MOUNTAIN GROUP INC.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of DELAWARE

4. The date of its incorporation is APRIL 10, 1985 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

32 Loockerman Square, Suite L-100, Dover, DE 19901

6. The address to which correspondence should be addressed, if different from that in item 5.

C/O WEIGHT WATCHERS INTERNATIONAL, 500 N. Broadway, Jericho, NY 11753

7. The street address of its proposed registered office in Idaho is _____
c/o The Prentice-Hall Corporation System, Inc.,
877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed

registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

CONDUCT WEIGHT CONTROL CLASSES AND SALE OF PRODUCTS.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>CHARLES M. BERGER</u>	<u>PRES./DIR.</u>	<u>500 N. Broadway, Jericho, NY 11753</u>
<u>HAYDEN E. DAVIS</u>	<u>SECY./DIR.</u>	<u>500 N. Broadway, Jericho, NY 11753</u>
<u>RICHARD A. SAMBER</u>	<u>V.P../DIR.</u>	<u>500 N. Broadway, Jericho, NY 11753</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

Name

Office

Address

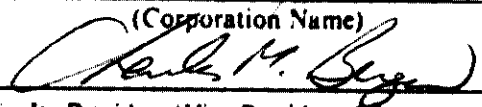
- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: October 23, 1990

W. W. ROCKY MOUNTAIN GROUP, INC.

(Corporation Name)

By



Its President/Vice President (please specify)

and



Its Secretary; Assistant Secretary (please specify)

STATE OF NEW YORK)

) ss:

COUNTY OF NASSAU)

I, Jodi Stacey Levine

, a notary public, do hereby certify that on

this 23rd day of October, 1990

, personally appeared before

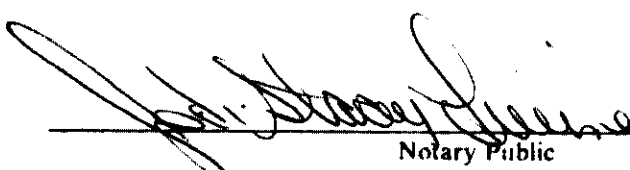
me HAYDEN E. DAVIS

, who being by me first duly sworn, declared that (s)he

is the SECRETARY of W. W. ROCKY MOUNTAIN GROUP, INC.

that (s)he signed the foregoing document as SECRETARY of the corporation and that the statements therein contained are true.

JODI STACEY LEVINE
Notary Public, State of New York
No. 31-4837707
Qualified in New York County
Commission Expires June 30, 1991



Notary Public

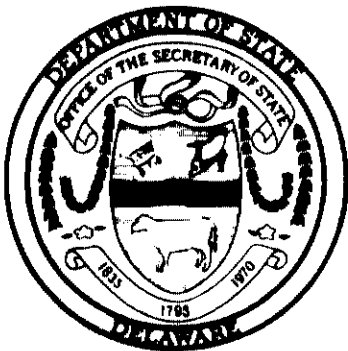


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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY W.W. ROCKY MOUNTAIN GROUP INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

| | | | | | | | | |



750302100

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

DATE:

|2836540

10/29/1990