



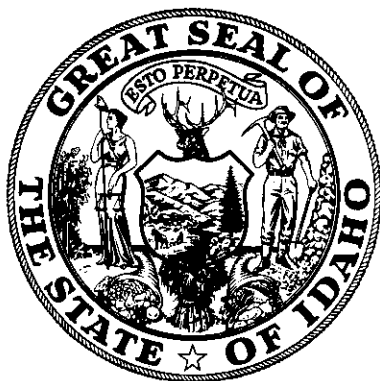
CERTIFICATE OF INCORPORATION
OF

PALOUSE ATHLETIC CLUB, 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: July 29, 1985



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION OF RECEIVED
PALOUSE ATHLETIC CLUB, INC. SEC. OF STATE

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

I.

The name of the corporation is PALOUSE ATHLETIC CLUB, INC.

II.

The period of duration of the corporation shall be perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under this act.

IV.

The authorized capital stock of this corporation shall consist of 500,000 shares of common stock having a par value of ONE CENT (\$.01) per share and an aggregate par value of FIVE THOUSAND DOLLARS (\$5,000.00); all said shares shall be issued fully paid and shall not be subject to assessment.

V.

The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever. This corporation shall commence doing business once at least ONE THOUSAND DOLLARS

(\$1,000.00) has been received as consideration for the issuance of capital stock.

VI.

The name and address of the initial registered office of the corporation is Lynn J. Farnworth, 402 West 6th Street, Moscow, Idaho, 83843.

VII.

The right and power to amend, appeal, alter, rescind, and adopt by By-Laws of this corporation these Articles and to adopt new By-Laws is expressly conferred upon the Board of Directors of this corporation as provided by statute.

VIII.

The number of directors currently constituting the initial board of directors shall be one (1). The name and address of said person who shall serve as director until the first meeting of the corporation, or until successor(s) are elected and qualified, is as follows:


Lynn J. Farnworth
402 West 6th Street
Moscow, ID 83843

IX.

The names and addresses of all the initial incorporators are:

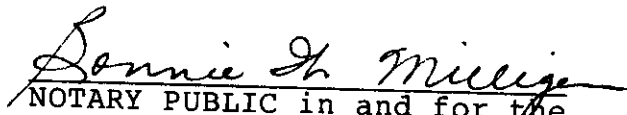
<u>Name</u>	<u>Street Address</u>	<u>City and Town</u>
Lynn J. Farnworth	402 West 6th Street	Moscow, ID 83843

EXECUTED this 24 day of July, 1985.


Lynn J. Farnworth

STATE OF IDAHO)
)
COUNTY OF LATAH)

On this 24th day of July, 1985, before me personally appeared Lynn J. Farnworth, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.


NOTARY PUBLIC in and for the
State of Idaho, residing at
Moscow therein.