

CERTIFICATE OF INCORPORATION OF

WAICO,	TITC		
W. 2007	without.		

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

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: November 10, 1982



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SECRETARY OF STATE

by:_____

ARTICLES OF INCORPORATION

of

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WAICO, INC.

The following Articles of Incorporation are hereby adopted pursuant to the Idaho Business Corporation Act:

1. Name.

The name of the corporation is:

WAICO, INC.

2. Duration.

The corporation shall have perpetual duration.

3. Purposes.

The corporation is formed for the purposes of owning, operating and subfranchising American Diet Counselors, Inc.'s franchises and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

Authorized Shares.

The corporation shall be authorized to issue 10,000 shares, all of one class, for no par value per share.

Registered Agent and Office.

The name of the initial registered agent and the address of the initial registered office of the corporation are:

Michael B. Briggs 1325 Hoopes Avenues, #62 Idaho Falls, Idaho 83401

6. Directors.

The initial Board of Directors shall consist of two directors whose names and addresses are as follows:

Name

Address

Michael B. Briggs

1325 Hoopes Avenue, #62 Idaho Falls, Idaho 83401

Donald L. McSpadden

Route 3, Box 138-A Rexburg, Idaho 83440

7. Incorporators.

The names and addresses of the incorporators:

Michael B. Briggs 1325 Hoopes Avenue, #62 Idaho Falls, Idaho 83401 Donald L. McSpadden Route 3, Box 138-A Rexburg, Idaho 83440

DATED this 5th day of November, 1982

Donald L. McSpedden

STATE OF IDAHO,

) ss.

County of Madison.

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On this 5th day of November, 1982, before me, the undersigned a Notary Public in and for said State, personally appeared MICHAEL B. BRIGGS and DONALD L. McSPADDEN, known to me to be the persons whose names subscribed to the within instrument 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 certificate first above written.

Notary Public for Idaho
Residing at Rexburg, Idaho
My Commission is for Life