

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HENDERSON & BRIGGS, INC.

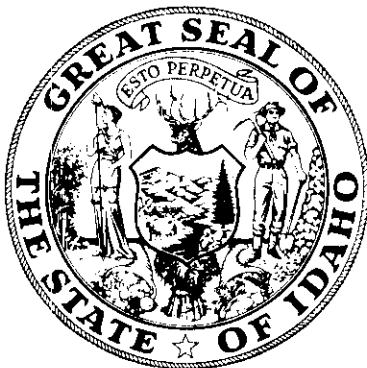
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

HENDERSON & BRIGGS, 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: **October 20, 1982**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
HENDERSON & BRIGGS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of America of legal age, have this day voluntarily associated ourselves together for the purpose of forming a general business corporation under the laws of the State of Idaho, and

WE HEREBY CERTIFY:

FIRST

That the name of this Corporation is:

"HENDERSON & BRIGGS, INC."

SECOND

That the nature of the business and the object and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz.

(a) To operate and manage Diet Centers purchased from Diet Center, Inc., in any State of the United States or in any other country; and to buy, sell, license, trade, lease, or franchise Diet Centers anywhere; and to sell Diet Center supplement, materials, publications or information issued from Diet Center, Inc.

(b) To engage in any business related to or unrelated to that described in clause (a) of this article, and from time to time authorized or approved by the Board of Directors of this corporation.

(c) To act as a partner or in a joint venture in any transaction.

(d) To lend money and negotiate loans either with or without security or on the security of real or personal property; to draw, accept, endorse, buy and sell, discount and rediscount bills of exchange, notes, drafts, bonds, choses in action and securities of all kinds, both as principal and their agents; to

accept as security for any loans, liens, conditional sales of and pledges of real and personal property.

(e) To enter into, make, perform and carry out contracts of every sort and kind with any person, firm association or corporation.

(f) To appoint agents, subagents and salesmen and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

(g) To enter into contracts, obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs or for the purposes of the corporation.

(h) To borrow money or otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments and all other instruments for the payment of money, negotiable or non-negotiable and whether secured or unsecured.

(i) To conduct business in this state, other states, District of Columbia, territories and colonies of the United States, and in foreign countries, and to have one or more offices and places of business out of this state and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of this state.

(j) To cause to be formed, merge and reorganize and to promote and aid in any way permitted by law by formation, merger or reorganization of any business, concern, firm, association or corporation, domestic or foreign; to acquire the good will, rights and property in the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any persons, firm, association or corporation; to pay for the said good will, rights, property and assets in cash, the stock of this company, bonds or otherwise or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner to dispose of the whole or any part of the

property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in or about the conduct and management of said business.

(k) To apply for, purchase, register or in any manner to acquire and to hold, own, lease, operate and introduce and to sell, lease, assign, pledge or in any manner dispose of and deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventories, improvements and processes, labels, designs, brands or other rights, and to work, operate and develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects, or any of them.

(l) To have and exercise all the rights and powers from time to time granted to a corporation by law.

(m) To do all and everything necessary, suitable and proper for and incident to the powers enumerated above and for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of, or connected with the aforesaid business or powers, or any part or parts thereof, and to comply with the provisions of the individual state laws in which it does business, and to comply with any and all other applicable laws and regulations appertaining thereto.

(n) To purchase, hold, sell, and transfer shares of its own capital stock, bonds, and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its Board of Directors may determine.

THIRD

That the existence of this corporation is to be perpetual after the time of its incorporation unless sooner dissolved or disincorporated pursuant to law.

FOURTH

That the principal place of business and the registered office of this corporation in this state shall be in Rexburg, Madison County, Idaho and its mailing address shall be 130 North 1st. East, Rexburg, Idaho. The registered agent of the corporation shall be Jerrold Henderson whose mailing address is 130 North, 1st. East, Rexburg, Idaho 83440.

FIFTH

(a) That the amount of the capital stock of this corporation shall be \$20,000.00, divided into 200 shares of common stock of the par value of \$100.00 per share; all of said stock to be held, sold and paid for at such time and in such manner as provided for in these articles, and in the By-Laws of this corporation, and as the Board of Directors may from time to time determine. All capital stock, when fully paid, shall be non-assessable.

(b) The corporation shall have the power to adopt by appropriate By-Laws, a provision or provisions restricting the sale or transfer of shares of stock, provided that the same shall be in accordance with applicable laws.

(c) The corporation shall have the power to adopt by appropriate By-Laws, a provision or provisions providing for arbitration to decide matters wherein there is a tie vote of the shareholders, provided that said provisions shall be in compliance with applicable law.

SIXTH

That the amount of the capital stock which has been actually subscribed and paid for is the sum of four shares of common stock for the sum of \$400.00, and the following are the names and addresses of the persons and number of shares by whom the same have been subscribed and the amount paid thereon, to-wit:

NAME AND ADDRESS	AMOUNT	NO. OF SHARES
Jerrold Henderson 130 North 1st. East Rexburg, ID. 83440	\$100.00	1
Arlene Henderson 130 North 1st. East Rexburg, ID. 83440	100.00	1
Larry L. Briggs Route #1 Rexburg, ID. 83440	100.00	1
Carol Briggs Route #1 Rexburg, ID. 83440	100.00	1

SEVENTH

That the Board of Directors, subject to the laws of the State of Idaho, shall have the power to repeal and amend the By-Laws and adopt new By-Laws for this corporation. This power may be revoked by a two-thirds majority of the allotted shares of this corporation at any regular meeting of the shareholders or at any meeting specially called for that purpose. By-Laws by the directors under power so conferred may be altered or repealed either by a two-thirds vote of the Board of Directors, or by vote of two-thirds of the allotted shares. The Board of Directors shall not make or alter any By-Laws fixing their qualification, classification, terms of office or compensation. Whenever any amendment or any By-Law is adopted, it shall be recorded in the book of By-Laws immediately after them and shall not take effect until so recorded.

EIGHTH

That the management of this corporation shall be vested in a Board of not less than three nor more than five directors, as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the shareholders to be held at the general office of this corporation in said Rexburg, Madison County, Idaho on a day at a time to be specified in the By-Laws; and until the first election of directors to be held within three months of the filing of these articles, the directors of this corporation shall be Jerrold Henderson, Arlene Henderson, Larry L. Briggs and Carol Briggs.

NINTH

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall be known to the Board of Directors owning a majority thereof. Any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation that shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation and not so interested.

TENTH

The corporation shall have the power to adopt, by appropriate By-Laws, such a program or programs of deferred-compensation for directors, officers, and employees of said corporation, as shall be in compliance with law, such programs may include, but are not limited to, profit-sharing plans, pension plans, death benefit payments, life insurance, medical payments, and wage continuation plans.

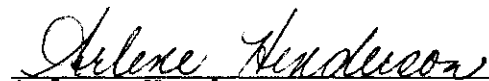
ELEVENTH


The directors may be given the power by appropriate By-Laws to sell, assign, transfer, mortgage, or otherwise dispose of and convey any corporate property, real or personal,

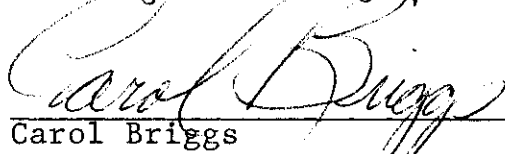
without being required to call a stockholders' meeting to approve the same, provided that such transfer or conveyance is not such as is in violation of any provision of law or which must be by vote of the shareholders by any provision of law.

IN WITNESS WHEREOF we have hereunto set our hands this 19th day of October, 1982.


Jerrold Henderson


Arlene Henderson

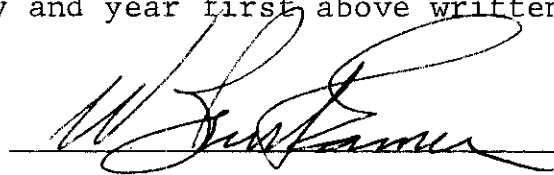

Larry L. Briggs


Carol Briggs

STATE OF IDAHO,)
 ss.
County of Madison.)

On this 19th day of October, 1982, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared Jerrold Henderson, Arlene Henderson, Larry L. Briggs and Carol Briggs, known to me to be the persons whose names are 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 first above written.


Notary Public for Idaho
Residing at Rexburg, Idaho
My Commission Expires: