

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

DATA TRAC CORPORATION

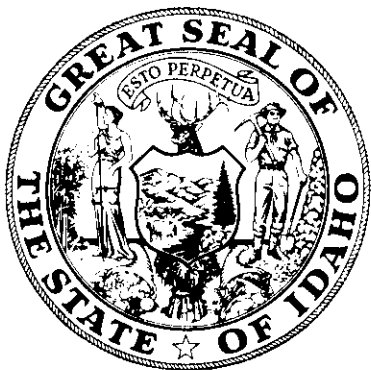
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

DATA TRAC 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: December 20, 1982.



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Musei F. Artich*

ARTICLES OF INCORPORATION

OF

DATA TRAC CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned being a natural person of full age and a citizen of the United States of America, voluntarily organize and form a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 1, and I do hereby certify, declare and adopt the following Articles of Incorporation.

I.

The name of the corporation shall be Data Trac Corporation.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The location of the registered office of this corporation shall be Box 115-A, Menan, Idaho, 83434. The registered agent of this corporation for the State of Idaho shall be Howard W. McDonald, Box 115-A, Menan, Idaho 83434.

IV.

The nature of the business and the object and purpose of this corporation shall be as follows:

(a) To carry on, in its own behalf and in the behalf of others, whether as agents, consultants, advisors, independent contractors, or otherwise, a general fitness program with or without the use of computer services. To sell franchises and management advisory business relating to the fitness program and the operation of business, plants, properties, real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof, and without limiting the generality of the foregoing, to act as a advisor, not only at the retail level of the fitness business, but also as a management service corporation and any other business allowed by Idaho Statute.

(b) To purchase, own and hold the stock of other corporations, businesses, associations and bonds or evidences

of indebtedness of the United States or of any state, district, territory, dependency or country or subdivision or municipality thereof; to issue in exchange therefore shares of the capital stock, bonds, notes, or other obligations of the corporation and while the owner thereof to exercise all the rights, powers, and privileges of ownership including the right to vote on any shares of stock or voting trust certificates so owned; to promote, lend money to, and guarantee the dividends, stocks, bonds, notes, evidences of indebtedness, contracts, or other obligations of, and otherwise aid in any manner which shall be lawful, any corporation or association of which any bonds, stocks, voting trust certificates, or other securities or evidences of indebtedness shall be held by or for this corporation, or in which, or in the welfare of which, this corporation shall have any interest, and to do any acts and things permitted by law and designed to protect, preserve, improve or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness or the property of this corporation.

(c) To manufacture, fabricate, assemble, to take, purchase and other acquire, own, hold, use, sell, assign, transfer, exchange, lease or otherwise dispose of, and to invest, trade, deal in and with goods, wares and merchandise and supplies and all other personal property of every class and description.

(d) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise (i) by purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares or any part thereof, or (iii) in any manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(e) To take, purchase, and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks, and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(f) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(g) To become a partner (either general or limited, or both) and to enter into agreements of partnership, joint venture, or other arrangements for sharing profits and otherwise participating in any enterprise, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

(h) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation, or other public body, may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect, and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(i) To subscribe, or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of any other corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interest in, or in respect of any trust estate now or hereafter existing, and whether created by the laws of the State of Idaho or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and while the owner of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(j) To promote, or to aid in any manner financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other

securities or evidences of indebtedness are held, directly or indirectly, by this corporation, and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(k) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

(l) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures, or other evidences of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of Idaho as the same are now in force, or may be hereafter amended.

(m) To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of and, generally, to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interests therein and, in general, products of the earth and deposits, both subsoil and surface, of every nature and description.

(n) To carry on any business whatsoever, either as principal or as agent, or both, or as a partnership, which this corporation may deem proper and convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state and other states; in the District of Columbia, in the territories and colonies of the United States and in foreign countries.

(o) To have, exercise, use and employ the authority specified in Section 30-114, Idaho Code, to have, exercise, use, and employ any or all of the same, and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more agencies or other places of business within and without said state, and within or without said United States of America.

V.

That the total authorized number of par value shares of this corporation shall be 5,000, each of a par value of \$1.00, and of the aggregate par value of \$5000, which said shares shall be common stock, not subject to assessment.

VI.

That the names and post office address of each of the incorporators and the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Howard W. McDonald	Box 115-A, Menan, Idaho 83434

VII.

The first Board of Directors shall consist of one (1) director, namely: Howard W. McDonald, but during the term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided in the By-Laws; provided, however, that the number of directors constituting a Board of Directors shall not be less than one (1) nor more than seven (7).

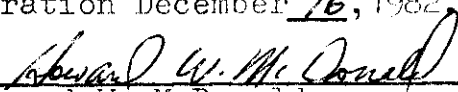
VIII.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws or by Statute of the State of Idaho.

IX.

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

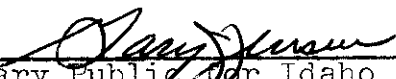
IN WITNESS WHEREOF, I have signed triplicate originals of these Articles of Incorporation December 16, 1982


Howard W. McDonald

State of Idaho }
County of Bonneville) ss

On this 16 day of December, 1982, before me, the undersigned a Notary Public in and for the State of Idaho, personally appeared Howard W. McDonald, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he 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 Idaho Falls, Idaho
Commission is lifetime.