



CERTIFICATE OF INCORPORATION
OF

TUMBLE TOWN U.S.A., 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.

July 22, 1987

Dated:



SECRETARY OF STATE

by:

ARTICLES OF INCORPORATION
OF
TUMBLE TOWN U.S.A., INC.

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The undersigned, acting as incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I.

NAME

The name of the Corporation is TUMBLE TOWN U.S.A., INC.

ARTICLE II.

PURPOSE

The purpose or purposes for which the Corporation is organized are to own, operate, manufacture, lease, sell, market, distribute, manage and franchise gymnastic equipment and programs; and the transaction of all lawful business for which corporations may be organized under the Business Corporation Act of the State of Idaho.

ARTICLE III.

DURATION

The Corporation shall have perpetual existence.

ARTICLE IV.

SHARES

The total authorized stock of the Corporation is 100,000 shares of common stock, without par value.

ARTICLE V.

REGISTERED OFFICE

The address of the initial registered office is 1204 Ponderosa Drive, Moscow, Idaho 83843. The initial registered agent at that address is NICKI JEAN KEOHOHOU.

ARTICLE VI.

DIRECTORS

The initial board of directors shall consist of three directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of stockholders or until their successors can be elected and qualified are:

<u>Name</u>	<u>Address</u>
Nicki Jean Keohohou	1204 Ponderosa Drive Moscow, Idaho 83843
Saffery Keohohou	1204 Ponderosa Drive Moscow, Idaho 83843
Marvel Zlateff	114 S. Auburn Kennewick, Washington 99336

ARTICLE VII.

CONTRACTS

A director of this Corporation shall not be disqualified by his office from dealing or contracting with this corporation, nor shall any transaction or contract of this corporation be void or voidable by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder, officer, or director, is in any way interested in such transaction or contract provided that, after such interest shall have been disclosed, such transaction or contract is, or shall be authorized, ratified or approved either (1) by a vote of a majority of a quorum of the Board of Directors without counting in such majority or quorum any director so interested, or any director who is a member of a firm so interested, or a shareholder, officer or director of a corporation so interested, or (2) by the written consent, or by a vote at any stockholders' meeting of the holders of record of a majority of all the outstanding shares of stock of this corporation entitled to vote; nor shall any director be liable to account to this corporation for any profits realized from such transaction or contract, authorized, ratified or approved as aforesaid.

ARTICLE VIII.

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the board of directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the stockholders, shall be vested in the board of directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE IX.

INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES AND AGENTS

The Corporation shall have the right to enter into such agreements and arrangements with its directors, officers, employees and agents to provide for their indemnification while acting for and on behalf of the Corporation, pursuant to Idaho Code §30-1-5.

ARTICLE X.

INCORPORATORS


The names and business addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Nicki Jean Keohohou	1204 Ponderosa Drive Moscow, Idaho 83843
Marvel Zlateff	114 S. Auburn Kennewick, Washington 99336

IN WITNESS WHEREOF, the undersigned incorporators of the above-named Corporation, have hereunto signed these Articles of Incorporation on this 16 day of July, 1987.



NICKI JEAN KEOHOHOU

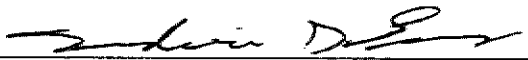


MARVEL ZLATEFF

TUMBLE/10

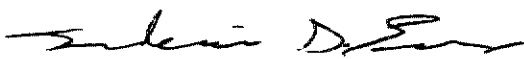
STATE OF WASHINGTON)
) ss.
County of Spokane)

On this 16 day of July, 1987, before me, the undersigned Notary Public, personally appeared NICKI JEAN KEOHOHOU, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.


Notary Public for the State of
Washington Residing at Spokane
My commission expires 8/27/90

STATE OF WASHINGTON)
) ss.
County of Spokane)

On this 16 day of July, 1987, before me, the undersigned Notary Public, personally appeared MARVEL ZLATEFF, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.


Notary Public for the State of
Washington Residing at Spokane
My commission expires 8/27/90

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