



CERTIFICATE OF INCORPORATION
OF

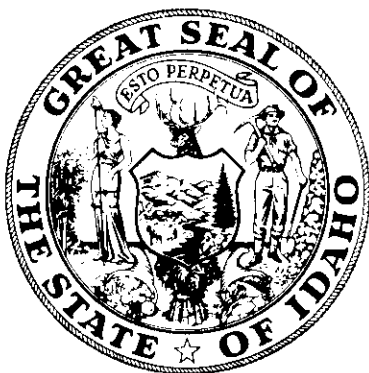
THE RIGHT TRACK, INC.

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 RIGHT TRACK, 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 12, 1984



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
THE RIGHT TRACK, INC.

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

Name. The name of the corporation is The Right Track, Inc.

ARTICLE TWO

Purposes. The purposes of the corporation are to maintain, operate and control a fitness center and health spa and to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE

Duration. The period of duration of the corporation is perpetual.

ARTICLE FOUR

Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is 133 N. Ninth Street, City of St. Maries, County of Benewah, State of Idaho, 83861. The name of the corporation's initial registered agent at such address is Linda L. Weinmann.

ARTICLE FIVE

Stock. The total authorized number of par value shares of stock is One Thousand (1,000). The aggregate par value of the total authorized number of par value shares is One Hundred Thousand and no/100 Dollars (\$100,000.00).

ARTICLE SIX

Transfer of stock. In case a stockholder desires to sell his shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within thirty (30) days thereafter, they shall be deemed to have waived their privilege of purchasing and he will be at liberty to sell to anyone else.

ARTICLE SEVEN

Directors. The number of directors constituting the initial board of directors is four (4), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

NAME	ADDRESS
1. James M. Weinmann	346 Eleventh Street St. Maries, Idaho 83861

	NAME	ADDRESS
2.	Linda L. Weinmann	346 Eleventh Street St. Maries, Idaho 83861
3.	Mark M. Greenleaf	310 Twenty-first Street St. Maries, Idaho 83861
4.	Charissa A. Greenleaf	310 Twenty-first Street St. Maries, Idaho 83861

ARTICLE EIGHT

Incorporators. The name and address of each incorporator are:

	NAME	ADDRESS
1.	James M. Weinmann	346 Eleventh Street St. Maries, Idaho 83861
2.	Linda L. Weinmann	346 Eleventh Street St. Maries, Idaho 83861
3.	Mark M. Greenleaf	310 Twenty-first Street St. Maries, Idaho 83861
4.	Charissa A. Greenleaf	310 Twenty-first Street St. Maries, Idaho 83861

Executed in duplicate this 4th day of October, 1984.

James M. Weinmann
James M. Weinmann

Linda L. Weinmann
Linda L. Weinmann

Mark M. Greenleaf
Mark M. Greenleaf

Charissa A. Greenleaf
Charissa A. Greenleaf