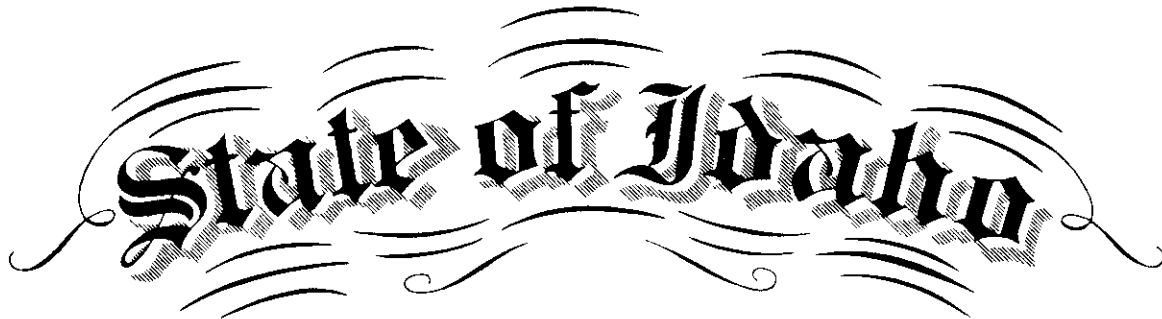




CERTIFICATE OF INCORPORATION
OF

BILMAR, INC.

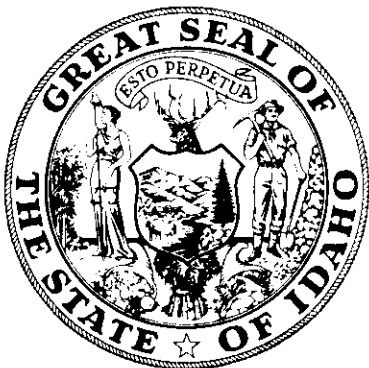
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

BILMAR, 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: December 13, 1982



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
BILMAR, INC.

We, the undersigned, being natural persons of full age, for the purpose of organizing a corporation pursuant to the Idaho Business Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I.

NAME

The name of the corporation is Bilmar, Inc.

ARTICLE II.

PURPOSES

The general nature of the business to be transacted and the purposes for which the corporation is organized are as follows:

(a) To purchase or otherwise acquire licenses for the operation of Diet Center franchises and to operate, sell, assign, lease, subfranchise or otherwise deal in such licenses.

(b) To do in general, any and all things that are incidental and conducive to the attainment of any of the above purposes or activities, which now or hereafter may be authorized by the laws of the State of Idaho and of the United States as presently constituted or as hereafter may be amended.

(c) The foregoing provision shall be construed as both purposes and powers to be liberally construed in

furtherance of and not in limitation of the powers which the corporation may have under present or future laws of the State of Idaho.

ARTICLE III.

DURATION

The duration of the corporation is perpetual.

ARTICLE IV.

REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of the corporation shall be William R. Schofield and the initial registered office shall be located at 216 South Austin, Sugar City, Idaho 83448.

ARTICLE V.

STOCK

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares without par value. There shall be pre-emptive rights to the issuance of the stock of the corporation. The stock of the Corporation is one class known as common stock. All voting rights of the Corporation shall be exercised by the holders of the common stock, with each share of common stock being entitled to one vote. All stock when fully paid for shall be non assessable. All shares of common stock shall have equal rights in the event of dissolution or final liquidation.

ARTICLE VI.

BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed and its corporate powers shall be exercised by the Board of Directors consisting of at least one but not more than nine members whose qualifications, terms of office and duties shall be perscribed by the Bylaws of the corporation. 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 shall qualify are:

<u>Name</u>	<u>Address</u>
William Schofield	216 South Austin Sugar City, ID 83448
Marilyn Schofield	216 South Austin Sugar City, ID 83448

ARTICLE VII.

BYLAWS

The Board of Directors may adopt, amend and repeal at will such Bylaws as are not inconsistant with law, these Articles of Incorporation, corporate rights and vested privileges and the Idaho Business Corporation Act.

ARTICLE VIII.

AMENDMENTS

The Articles of Incorporation may be amended by the affirmative vote of the holders of a majority of the shares entitled to vote on each such amendment. All other provisions as to meeting, and voting and action taken by the shareholders or the directors of the corporation shall be as set forth in the

Bylaws of the Corporation and according to the provisions of the Idaho Business Corporation Act where otherwise pertinent.

ARTICLE IX.

INCORPORATOR

The name and address of each incorporators is:

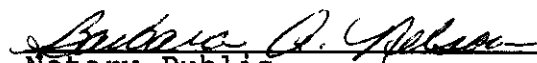
<u>Name</u>	<u>Address</u>
William Schofield	216 South Austin Surgar City, ID 83448

Executed in duplicate this 10 day of December, 1982.


William R. Schofield Incorporator

STATE OF IDAHO)
 :SS
COUNTY OF MADISON)

On this 10th day of December, in the year of 1982,
before me, a Notary Public in and for said State, personally
appeared WILLIAM R. SCHOFIELD, known to me to be the person
whose name is subscribed to the within instrument, and, being
duly sworn, acknowledged to me that he executed the same.


Notary Public
Residing In Idaho
My Commission Expires: 8/4/86