

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

WHEELER BROS., INC.
File number C 107956

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.

Dated: October 11, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sipe*

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ARTICLES OF INCORPORATION
OF
WHEELER BROS., INC.

The undersigned person of legal age, as incorporator of a corporation under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE 1. NAME.

The name of the corporation is Wheeler Bros., Inc.

ARTICLE 2. DURATION.

The period of its duration is perpetual.

ARTICLE 3. PURPOSES.

This corporation is organized for the following purposes:

- (a) To engage in the business of operating a weightlifting/gymnasium business.
- (b) To engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Idaho Business Corporation Act.
- (c) To engage in all such activities as are incidental or conducive to the attainment of the purposes of this corporation or any of them and to exercise any and all powers authorized or permitted to be done by a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses of this Article 3 shall each be construed as purposes and powers, and the matters expressed in each clause shall be in no way limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers; and nothing contained in these clauses shall be deemed in any way to limit or exclude any power, right or privilege given to this

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corporation by law or otherwise.

ARTICLE 4. SHARES.

This corporation shall have authority to issue 50,000 shares of common stock, and each share shall have a par value of \$1.00.

ARTICLE 5. PRE-EMPTIVE RIGHTS.

The pre-emptive rights of the shareholders to acquire additional shares or treasury shares of the corporation shall be denied.

ARTICLE 6. REGULATION OF INTERNAL AFFAIRS.

The provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws.

ARTICLE 7. AMENDMENTS TO ARTICLES OF INCORPORATION.

This corporation reserves the right to amend or repeal, by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon, any of the provisions contained in these Articles of Incorporation, and the rights of the shareholders of this corporation are granted subject to this reservation.

ARTICLE 8. BYLAWS.

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws for this corporation, subject to the power of the shareholders to amend or repeal such Bylaws.

ARTICLE 9. REGISTERED OFFICE, AGENT.

The address of the initial Registered Office of this corporation is 296 Sunset Ave., No. 1, Coeur d'Alene, ID 83814 and the name of its initial Registered Agent Lee Wheeler.

ARTICLE 10. DIRECTORS.

The number of directors of this corporation shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified herein. The initial Board of Directors shall consist of two (2) directors, and the names and addresses of the persons who shall serve as directors until the First Annual Meeting of Shareholders and until their successors are elected and qualify unless they resign or are removed:

Lee Wheeler
296 Sunset Ave., No. 1
Coeur d'Alene, ID 83814

Leon Wheeler
296 Sunset Ave., No. 1
Coeur d'Alene, ID 83814

ARTICLE 11. INCORPORATOR.

The name and address of the incorporator is:

Lee Wheeler
296 Sunset Ave., No. 1
Coeur d'Alene, ID 83814

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated this ___ day of October, 1994.



LEE WHEELER
Incorporator

STATE OF WASHINGTON)
)ss.
County of Spokane.)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Washington, certify that LEE WHEELER, being the incorporator referred to in the foregoing Articles of Incorporation, personally appeared

before me and swore to the truth of the facts therein stated.

WITNESS my hand and notarial seal this 6th day of October, 1994.



NOTARY PUBLIC in and for the State
of Washington, residing at Spokane.

My Commission Expires: 10-15-94

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CONSENT TO SERVE AS REGISTERED AGENT

I, LEE WHEELER, hereby consent to serve as Registered Agent, in the state of Washington, for the following corporation: WHEELER BROS., INC. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

DATED this _____ day of October, 1994.



LEE WHEELER, Registered Agent

Address of Registered Office:
296 Sunset Ave., No. 1
Coeur d'Alene, ID, 1994