



CERTIFICATE OF INCORPORATION
OF

STAY TRIM FAIRVIEW, INC.

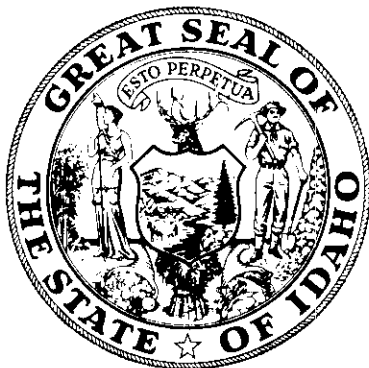
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

STAY TRIM FAIRVIEW, 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 8, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____



Stay-Trim Inc.

Owner of

Lady Fitness

RECEIVED

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SECRETARY OF
STATE

10-06-82

To Whom It May Concern:

Stay Trim Inc. , which is owned by Keith Wid Fitzgerald, gives consent for Stay Trim - Fairview and Stay Trim - Franklin to incorporate in Idaho. Stay Trim - Fairview and Stay Trim - Franklin are also owned by Keith Wid Fitzgerald.

Sincerely,

Keith Wid Fitzgerald
President - Stay Trim Inc.
President - Stay Trim Fairview
President - Stay Trim Franklin

KWF/td

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ARTICLES OF INCORPORATION

SECRETARY OF
STATE

OF

STAY TRIM FAIRVIEW, INC

SECRETARY OF
STATE

WE, THE UNDERSIGNED, all of whom are natural persons of the age of twenty-one (21) years or more, hereby associated ourselves for the purpose of forming a corporation under the general corporation laws of the State of Idaho, and hereby enter into and adopt the following Articles of Incorporation:

ARTICLE I. Corporate Name.

The name of this corporation shall be STAY TRIM FAIRVIEW, INC.

ARTICLE II. Place of Business.

The principal place of business of this corporation within the State of Idaho shall be in Boise, and the exact address of this corporation is as follows:

10222 Fairview
Boise, Idaho 83704

ARTICLE III. Registered Office and Agent.

The initial registered office of this corporation shall be located at 935 Allumbaugh Street, Boise, Idaho, 83704, and the initial registered agent shall be KEITH WID FITZGERALD.

ARTICLE IV. Incorporators.

The names and addresses of the incorporators, all being natural persons of full age and citizens of the United States, are as follows:

KEITH WID FITZGERALD	935 Allumbaugh Street Boise, Idaho, 83704
KRISTINE B. FITZGERALD	935 Allumbaugh Street Boise, Idaho, 83704
REECE BATES	Box 216 West Medical Lake Washington, 99022

ARTICLE V. Duration of the Corporation.

The terms of existence of the corporation shall be perpetual, unless sooner dissolved by and in accordance with law.

ARTICLE VI. Corporate Purpose.

The purposes for which this corporation is formed are as follows:

(a) To establish, maintain and operate physical fitness facilities for men and women.

(b) To buy, sell, acquire, hold, deal in, use, manage, improve, maintain, develop, mortgage or otherwise pledge, or to lease, rent, sell, convey, change, transfer and/or dispose of any and all kinds of real property, improved or unimproved, personal property, goods, wares and/or merchandise within or without the State of Idaho; to rent, maintain and construct, build or contract for the building and construction of, alter, repair and improve, in whole or in part, houses and buildings; to trade and deal in and with building materials of any kind or nature, including all materials, supplies or other articles necessary or convenient in connection with or in carrying on said business, or any part thereof; to collect rents, and in general, to manage real property and to transact a general real estate business and to do all things necessary and pertinent thereto; to make loans on real estate, improved or unimproved, and building loans; to buy and sell and hypothecate bonds and mortgages upon real estate in the State of Idaho and elsewhere, and loan money on personal property, bonds or mortgages in the State of Idaho and elsewhere; to manage and/or operate and to enter into agreements to manage and/or operate any other company or companies; to acquire the good will, rights and property, and to undertake the whole or any part of the assets and liabilities of any person, firm, association, or

liabilities of any person, firm, association, or corporation, and to hold, conduct and operate, or in any manner arrange for its managements, or in any manner dispose of the whole or any part of the property and business so purchased and to exercise all powers necessary or convenient in and about the conduct and management of such business; to form, promote and assist financially, or otherwise, companies, syndicates and associations of all kinds, and to give any lawful guarantee in connection therewith, or otherwise, for the payment of money or for the performance of any obligation or undertaking; to act as agent for any person or persons, or any firm or corporation, to accept deposits, make investments, therewith and/or deposit the same with or in any bank or banks or building and loan companies in the name of this corporation with power to withdraw and apply the same as directed.

(c) To enter into, make and perform contracts of every kind for any lawful purposes, without limit as to amount, with any person, form, association or corporation, town, city, county, state, territory or government.

(d) To do any and all things necessary to operate, conduct and manage a business involved in the production of agricultural products and to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

(e) The enumeration of the foregoing powers shall not be construed as a limitation upon the activities of the corporation, and, for the furthering of any of the objects of the corporation, the company shall have the right to do any and all other acts and things that may now or hereafter be authorized by law.

ARTICLE VII. Authorized Stock.

The authorized number of shares which this corporation shall have authority to issue is 50,000 shares of common stock at a par value of nil per share. All stock of the corporation shall be of the same class and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE VIII. Pre-emptive Rights.

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions, and for such consideration as the Board of Directors shall determine. Stockholders shall have pre-emptive rights to acquire unissued shares of the stock of this corporation.

ARTICLE IX. Directors.

The number of Directors constituting the initial Board of Directors of this corporation is three. The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors be elected and qualify, are:

KEITH WID FITZGERALD	935 Allumbaugh Street Boise, Idaho, 83704
KRISTINE B.FITZGERALD	935 Allumbaugh Street Boise, Idaho, 83704
REECE BATES	Box 216 West Medical Lake Washington, 99022

ARTICLE X. Bylaws.

The Directors shall adopt bylaws which are not inconsistent with law or these Articles for the regulation and management of the affairs of the corporation. These bylaws may be amended from time to time or repealed, pursuant to law.

ARTICLE XI. Designation of Capital Prior to Commencement
of Business.

This corporation will not commence business until consideration of a value of at least ONE THOUSAND DOLLARS (\$1,000) has been received for the issuance of shares.

ARTICLE XII. Section 1244 Stock.

Shares of stock of this corporation authorized and issued pursuant to these Articles within two weeks from the date of incorporation are, for purposes of the Internal Revenue Code, authorized and issued in compliance with and as prescribed by Section 1244 of the Internal Revenue Code of 1954, and shall be known as Section 1244 Stock.

IN WITNESS WHEREOF, we have hereunto set our hands
this day of 1982.

STATE OF)
) ss.
COUNTY OF)

KEITH WID FITZGERALD, KRISTINE B. FITZGERALD and REECE BATES, being first duly sworn, depose and say that they are the incorporators mentioned in the foregoing instrument and that the said signatures attached are their own and the said Articles were executed by the said incorporators and that they have read the Articles therein and the statements contained therein are true as to their own knowledge, except as to such matters stated on belief, which they also say they believe to be true.

KEITH WID FITZGERALD

Kristine Fitzgerald
KRISTINE B. FITZGERALD
Reece Bates
REECE BATES

Ryce Bates
RYCE BATES

REECE BATES

Subscribed and sworn to before me this 1st day of

October, 1982.

Bernard D. Fiero
NOTARY PUBLIC
Residing at

My Commission Expires:

6/15/86