



CERTIFICATE OF INCORPORATION
OF

M & E ENTERPRISES, INC.

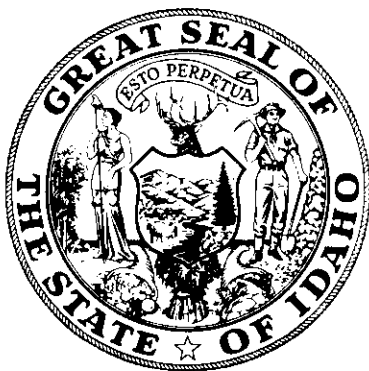
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

M & E ENTERPRISES, 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: *September 15, 1981*



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

SEP 15 6 10 AM '81 of

M & E ENTERPRISES, INC.

The following Articles of Incorporation are hereby adopted pursuant to the Idaho Business Corporation Act:

1. Name.

The name of the corporation is:

M & E Enterprises, Inc.

2. Duration.

The corporation shall have perpetual duration.

3. Purposes.

The corporation is formed for the purposes of owning, operating and subfranchising of Diet Centers and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

4. Authorized Shares.

The corporation shall be authorized to issue 5,000 shares, all of one class, for a par value of \$10.00 per share.

5. Registered Agent and Office.

The name of the initial registered agent and the address of the initial registered office of the corporation are:

Everett L. Hodges
P.O. Box 194
Teton, Idaho 83451

6. Directors.

The initial Board of Directors shall consist of two directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Everett L. Hodges	P.O. Box 194 Teton, Idaho 83451
Margaret M. Hodges	P.O. Box 194 Teton, Idaho 83451

7. Incorporators.

The name and address of the incorporators:

Everett L. Hodges
P.O. Box 194
Teton, Idaho 83451

Margaret M. Hodges
P.O. Box 194
Teton, Idaho 83451

DATED: September 14, 1981.



Everett L. Hodges


Margaret M. Hodges

STATE OF IDAHO,)
 ss.
County of Madison)

On this 14th day of September, 1981, before me, the undersigned a notary Public in and for said State, personally appeared EVERETT L. HODGES and MARGARET M. HODGES, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Rexburg, Idaho
My Commission Expires: Life