

# State of Idaho

## Department of State

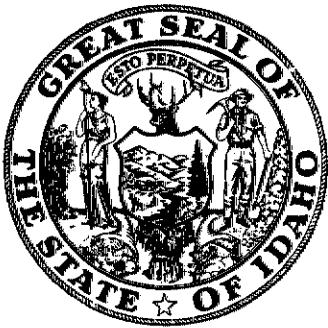
### CERTIFICATE OF INCORPORATION OF

HEALTH NETWORK, INC.  
File number C 108042

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 18, 1994



Pete T. Cenarrusa  
SECRETARY OF STATE  
By *Alta Sikel*

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## ARTICLES OF INCORPORATION

### 17 HEALTH NETWORK, INC.

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CK #: 797	CUST# 40001	
100.00	=	100.00

The undersigned, being a natural person, does hereby act as Incorporator in adopting the following articles of incorporation for the purpose of organizing a stock corporation pursuant to the provisions of the state of Idaho Stock Corporation Act:

**FIRST:** The name of the corporation (hereinafter called the corporation) is , Health Network, Inc.

**SECOND:** The duration of the corporation shall be perpetual.

**THIRD:** The purpose for which the corporation is organized, which shall include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the State of Idaho Stock Corporation Act, are as follows: To produce and distribute videos, television shows, and to market and sell entertainment programs in the exercise and health related industries. To have, in furtherance of the corporate purposes, all of the powers conferred upon business corporations organized under the State of Idaho's Stock Corporation Act.

**FOURTH:** The total number of shares of capital stock which the corporation has authority to issue is 2000 of Class A common stock with \$.01 par value.

**FIFTH:** The corporation shall, to the fullest extent permitted by the provisions of the State of Idaho Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**SIXTH.** The stated capital of the corporation may be reduced by the Board of Directors, without the assent of the stockholders.

**SEVENTH:** The post office address of the initial registered office of the corporation in the State of Idaho is 620 Sun Valley Road #422 Box 14001. The name of the county or city in the State of in which the said registered office of the corporation is located is the county or city of Ketchum, ID 83340.

The name of the initial registered agent of the corporation is identical with the initial registered office of the corporation as set forth above.

The name of the initial registered agent is Susie Chidley

**EIGHTH:** The number of directors constituting the initial Board of Directors of the corporation is one (1).

The names and the addresses of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

Name	Address
Susie Chidley	620 Sun Valley Road #422 Box 14001 Ketchum, ID 83340

NINTH: The provisions for the regulation of the internal affairs of the corporation shall be as set forth in the bylaws.

Signed on 10-13-94



A handwritten signature in black ink, appearing to read "Susie Chidley".

Incorporator