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State of Idaho

Department of State

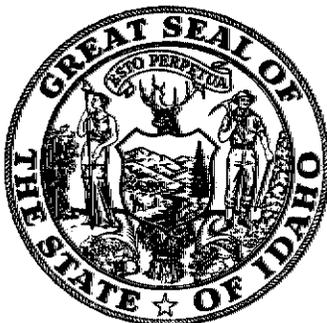
CERTIFICATE OF AMENDMENT
OF

CHERYL'S BODY SHAPING, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of CHERYL'S BODY SHAPING, INC., changing the corporate name to IDAHO ATHLETIC CLUB, INC., duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: April 26, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Redman*

AMENDED ARTICLES OF INCORPORATION

OF

CHERYL'S BODY SHAPING, INC.

The undersigned, Cheryl Wardle and John Wardle, being all the shareholders of Cheryl's Body Shaping, Inc., do hereby certify, declare, and adopt the following amendments:

Article I

The name of this Corporation shall be Idaho Athletic Club, Inc.

Article III

The name, location, and address of the registered agent and registered office of this Corporation shall be as follows:

Foley & Freeman, Chartered
77 East Idaho, Suite 300
P.O. Box 10
Meridian, Idaho 83680

Article VI

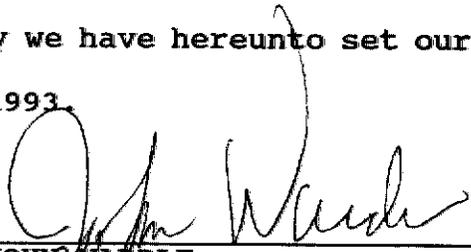
The total authorized number of shares which may be issued by this Corporation is one thousand (1,000) shares of common stock, with a par value of One Dollar (\$1.00) per share. No distinction shall exist between the shares of this Corporation, and all such shares shall have the same rights in the Corporation.

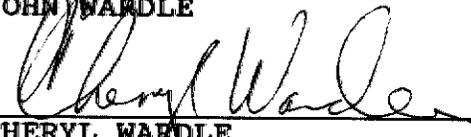
We, the undersigned, being all of the shareholders of Cheryl's Body Shaping, Inc., do make and file these Amended Articles of Incorporation, and hereby declare and certify that the facts herein

IDAHO SECRETARY OF STATE
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stated are true, and accordingly we have hereunto set our hands and seals this 15th day of April, 1993.

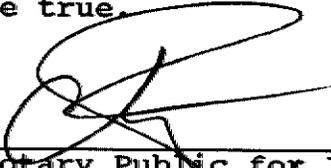


JOHN WARDLE


CHERYL WARDLE

VERIFICATION

I, Mark S. Freeman, a notary public, do hereby certify that on this 15th day of April, 1993, personally appeared before me JOHN WARDLE and CHERYL WARDLE, who being by me first duly sworn, declared that they are the shareholders of CHERYL'S BODY SHAPING, INC., that they signed the foregoing document, and that the statements contained therein are true.



Notary Public for Idaho
Residing at 1123 1/2 N. Blvd., Idaho
My Commission Expires: 1/23/94