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LESSER & LESSER, P.A.
ATTORNEYS AT LAW
900 N. DIXIE HIGHWAY
WEST PALM BEACH, FLORIDA 33401-3320
(800) 855-2020

JOE H. LESSER (800-1000)
SHEPARD P. LESSER
GARY S. LESSER

July 11, 1996

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

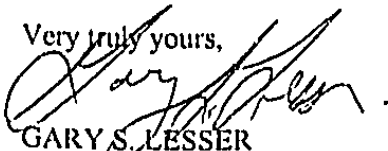
RE: padoc, inc.

Dear Sir/Madam:

Enclosed please find the original, executed and a copy of Articles of Incorporation for the above-referenced corporation together with this firm's check in the amount of \$122.50.

Please return a certified copy of the Articles at your earliest convenience. Thank you for your prompt attention to this matter.

Very truly yours,



GARY S. LESSER
GSL:kb
Enclosures

FILED
96 JUL 15 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-17-96
KR

ARTICLES OF INCORPORATION
OF
padoc, Inc.

FILED
96 JUL 15 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated under the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this corporation is padoc, Inc.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

- a) To manage and administer a weight loss program and related health services.
- b) Generally, to make and perform contracts of any kind and description and for the purpose of attaining any of the objectives of the corporation; to do and perform any other act or thing; and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are or hereafter may be authorized by law; and, generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied; and,
- c) To do any and all things that any natural person might do.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation is one hundred (100) shares of no par value; all of which shall be common stock and shall be fully paid and non-assessable.

ARTICLE IV

The amount of capital which this corporation shall commence business of Five Hundred Dollars (\$500.00) capital money paid in.

ARTICLE V

The principal place of business of said corporation shall be at 3846 Circle Lake Drive, West Palm Beach, Florida 33417, or at such other place as is, from time to time designated by the Board of Directors.

ARTICLE VI

The number of Directors of this corporation shall not be less than one (1) nor more than nine (9).

ARTICLE VII

This corporation shall have perpetual existence.

ARTICLE VIII

The name and post office address of the first Board of Directors of this corporation who shall hold office for the first year, or until successors are chosen, shall be:

Hilary Felker 3846 Circle Lake Drive, West Palm Beach, Florida 33417

David Felker 3846 Circle Lake Drive, West Palm Beach, Florida 33417

ARTICLE IX

The name and post office address of each subscriber is:

Hilary Felker 3846 Circle Lake Drive, West Palm Beach, Florida 33417

ARTICLE X

The Registered Agent of this corporation shall be GARY S. LESSER, ESQUIRE, 909 N. Dixie Highway, West Palm Beach, Florida 33401, and shall serve until such time as the corporation sees fit to name a new Registered Agent.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 10 day of July, 1996.

Hilary Felker
HILARY FELKER

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned Notary Public, personally appeared HILARY FELKER, to me known to be the individual described in and who executed the above and foregoing Articles of Incorporation, and they acknowledged before me that she executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 10th day of July, 1996.

Gary S. Lesser
NOTARY PUBLIC

My Commission Expires:

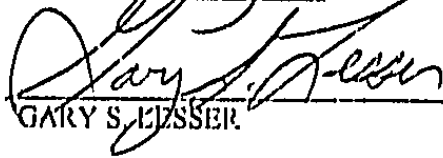


OFFICIAL SEAL
GARY S. LESSER
My Commission Expires
March 15, 1997
Comm. No. CC 266288

CONSENT TO APPOINTMENT OF REGISTERED AGENT

The undersigned hereby consents to this appointment as Registered Agent of this corporation and confirms his address herein and agrees to serve in that capacity.

Dated at West Palm Beach, Florida, this 10th day of July, 1996.


GARY S. LESSER

FILED
95 JUL 15 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA