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99 DEC 27 PM 12: 05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 528444 7136638

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia P. Pitt

ORDER DATE : December 23, 1999

ORDER TIME : 4:25 PM

ORDER NO. : 528444-005

CUSTOMER NO: 7136638

CUSTOMER: Mark C. Katzef, Esq
MARK C. KATZEF, P.A.
MARK C. KATZEF, P.A.
No. 207
3801 Northeast 207th Street
Aventura, FL 33180

600003079996-3

DOMESTIC FILING

NAME: DIET AND NUTRITION CENTER OF
THE PALM BEACHES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH
12/27/99

DEPARTMENT OF STATE
DIVISION OF CORPORATE FILINGS
TALLAHASSEE, FLORIDA

99 DEC 27 AM 9:19

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ARTICLES OF INCORPORATION

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OF

99 DEC 27 PM 12: 05

DIET AND NUTRITION CENTER OF THE PALM BEACHES, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be:

DIET AND NUTRITION CENTER OF THE PALM BEACHES, INC.

ARTICLE II - NATURE OF BUSINESS

The nature of the business, and the objects or purposes to be transacted, promoted, or carried out on or by the corporation are as follows:

- A. To provide nutrition and weight-loss services; and
- B. To engage in any lawful activity for which corporations may be organized under the laws of The State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time shall be 1000 shares of common stock having \$1.00 par value each.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent shall be:
Brooke McAlees, 11911 U.S. Hwy. #1, Ste. 102, N. Palm Beach, FL 33408.

ARTICLE V – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
11911 U.S. Hwy. #1, Ste. 102, N. Palm Beach, FL 33408.

ARTICLE VI – TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VII – INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first Board of Directors and Officers of the corporation, who shall hold office until the next election of Directors and Officers shall take place, are as follows:

President/Director: Brooke McAlees, 11911 U.S. Hwy. #1, Ste. 102, N. Palm Beach, FL 33408.

Vice-President: Brooke McAlees, 11911 U.S. Hwy. #1, Ste. 102, N. Palm Beach, FL 33408.

Secretary: Brooke McAlees, 11911 U.S. Hwy. #1, Ste. 102, N. Palm Beach, FL 33408.

Treasurer: Brooke McAlees, 11911 U.S. Hwy. #1, Ste. 102, N. Palm Beach, FL 33408.

ARTICLE VIII – SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C., et seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX – INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:
Brooke McAlees, 11911 U.S. Hwy. #1, Ste. 102, N. Palm Beach, FL 33408.

IN WITNESS WHEREOF, the undersigned agent of the corporation has herewith set her hand and seal on this 11 day of Nov, 1999.

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Brooke McAlees
Brooke McAlees

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Brooke McAlees
Brooke McAlees

11/30/99
Date