

FEB. 1. 2008 9:42AM

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NO. 666 P. 1

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Florida Department of State
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WEIGHT WATCHERS OF PALM BEACH COUNTY, INC.

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Restated Articles/
Name change

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF RESTATEMENT
OF

WEIGHT WATCHERS OF PALM BEACH COUNTY, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is Weight Watchers of Palm Beach County, Inc. The date of filing the original Articles of Incorporation of the Corporation with the Secretary of State of the State of Florida is November 18, 1966.

2. The text of the Restated Articles of Incorporation of the corporation, as amended hereby, is annexed hereto and made a part hereof.

* * * * *

CERTIFICATE

It is hereby certified that:

1. The annexed restatement (Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the corporation requiring shareholder approval.

2. Articles I through XII of the Articles of Incorporation of the corporation are hereby amended so as henceforth to read as set forth in these Restated Articles of Incorporation annexed hereto and made a part hereof.

3. The date of adoption of the aforesaid amendments was January 31, 2008

4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.

[Signature page follows.]

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Restatement this
31st day of January, 2008.

WEIGHT WATCHERS OF PALM BEACH
COUNTY, INC.

By:

Name: Marcie Gorman

Title: President

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TALLAHASSEE, FLORIDA

Restated Articles of Incorporation
of
Triple M Gorman, Inc.

ARTICLE I.

The name of this corporation is: Triple M Gorman, Inc.

ARTICLE II.

The Corporation is to have perpetual existence.

ARTICLE III.

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

ARTICLE IV.

The principal place of business of the Corporation shall be:

Triple M Gorman, Inc.
111 Hypoluxo Road, Suite 106
Lantana, FL 33462-4271

ARTICLE V.

The total number of shares of stock which the Corporation will have authority to issue is ten (10) shares of common stock, without nominal or par value.

ARTICLE VI.

Registered Office and Agent

The Street address of the initial registered office of the Corporation is 111 Hypoluxo Road, Suite 106, Lantana, FL 33462-4271, and the name of the registered agent of the Corporation at that address is Marcie Gorman.

ARTICLE VII.

Board of Directors

The Corporation shall have three (3) directors. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the directors of the Corporation are:

Marcie Gorman 111 Hypoluxo Road, Suite 106
Lantana, FL 33462-4271

Mark Gorman 111 Hypoluxo Road, Suite 106
Lantana, FL 33462-4271

Michael Gorman 111 Hypoluxo Road, Suite 106
Lantana, FL 33462-4271

ARTICLE VIII.

Powers

The Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE IX.

Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the Corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE X.

By-Laws

The By-laws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any By-law provision adopted by the shareholders if the shareholders specifically provide such By-law is not subject to amendment or repeal by the directors.

ARTICLE XI.

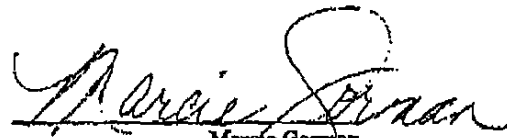
Beginning Corporate Existence

The Corporate existence of this Corporation became effective upon the initial filing date of November 18, 1966, and is so amended upon this filing.

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS ARTICLES OF INCORPORATION, 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.



Myrtle Gorman
Registered Agent
Date: January 31, 2008