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C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

US Medical Weight Loss Centers, Inc

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Amendment
☐ Dissolution/Withdrawal
☐ Merger
☐ Mark
☐ Limited Partnership
☐ Annual Report
☐ Other
☐ Reinstatement
☐ Reservation
☐ Change of R.A.
☐ Limited Liability Partnership
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DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. US Medical Weight Loss Centers, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 23-2862838
(FEI number, if applicable)
4. October 11, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))
7. 410 Horsham Road, Horsham, PA 19044
(Current mailing address)
8. own and operate weight loss medical centers
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation Florida, 33324
(Zip Code)
10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Registered agent's signature) (Officer)
Domenic A. Borriello, Asst. Secy.
(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Michael E. Haisley

Address: 5600 Three First National Plaza

Chicago, IL 60602

~~Director:~~ Vice Chairman: Stanley H. Meadows

Address: 227 West Monroe Street

Chicago, IL 60606-5096

Director: Brian Haveson

Address: 410 Horsham Road

Horsham, PA 19044

Director: _____

Address: _____

B. OFFICERS

President: Brian Haveson

Address: see above

Vice President: Dr. Joseph DiBartolmeo

Address: 410 Horsham Road

Horsham, PA 19044

Secretary: Joel D. Rosen

Address: 410 Horsham Road

Horsham, PA 19044


Treasurer: Brian Haveson

Address: 410 Horsham Road

Horsham, PA 19044

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Brian Haveson, President/CFO/Treasurer
(Typed or printed name and capacity of person signing application)

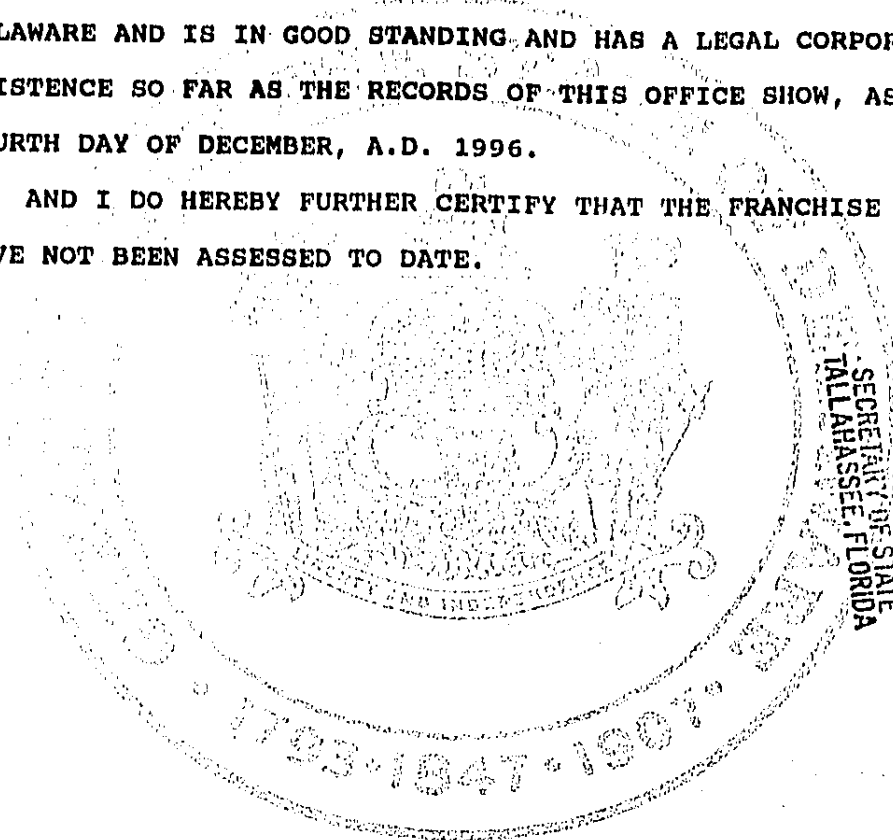
State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "US MEDICAL WEIGHT LOSS CENTERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2672418 8300

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AUTHENTICATION:

DATE:

8220871

12-04-96