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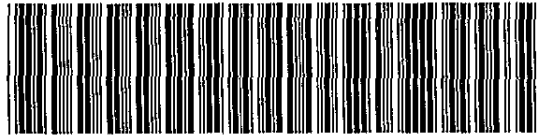
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

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FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 11/17/04

REF. #: 01190.31934

CORP. NAME: WEIGHT LOSS COACHING AND CONSULTING, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 510343 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF ORGANIZATION
FOR
WEIGHT LOSS COACHING AND CONSULTING, LLC**

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The *name of the limited liability company* is WEIGHT LOSS COACHING AND CONSULTING, LLC (the "Company").

ARTICLE II

ADDRESS

The mailing and street address of the Company's principal office is 99 SE Mizner Boulevard, Boca Raton, FL 33432.

ARTICLE III

PURPOSE AND POWERS

The primary purpose of the Company is weight loss training, education and consulting.

Except as restricted by these Articles of Organization, this Company is organized for each and every other legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this Company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV

DURATION

The period of duration for the Company is twenty (20) years or until dissolved pursuant to the Company's Operating Agreement, beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE V

REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent is Steven A. Belson, Esq. The street address of the Company's registered agent in Florida is: 2500 N. Military Trail, Suite 465, Boca Raton, FL 33431.

ARTICLE VI

INITIAL MANAGERS

This Company shall be managed by one or more members. This Company shall initially have two (2) managers. The number of managers of the Company may be changed in accordance with the Operating Agreement of the Company. The name and address of the initial managers are as follows:

Jennifer L. Kelman, 99 SE Mizner Boulevard, Boca Raton, FL 33432; and

Valerie Archon, 99 SE Mizner Boulevard, Boca Raton, FL 33432.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The then existing members of the Company shall have the right to admit new members. Additional members may be admitted only by the unanimous written consent of the existing

members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

ARTICLE VIII

CONTINUATION OF BUSINESS

The remaining members of the Company may not continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company unless there is unanimous written consent by the remaining members to do so.

ARTICLE IX

ADDITIONAL PROVISIONS

The power to adopt, alter, amend, or repeal any provision contained in these Articles of Organization or the operating agreement of the Company is vested entirely in the managing members listed above in Article VI herein, and only by written consent, in accordance with the Florida Limited Liability Company Act.


ARTICLE X

AUTHORIZED REPRESENTATIVE

The name and address of the person signing these Articles of Organization as the Authorized Representative of the members is: STEVEN A. BELSON, ESQ., 2500 N. Military Trail, Suite 465, Boca Raton, Florida 33431.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this

16th day of November, 2004.



Steven A. Belson, Esq., Authorized Representative

STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 16th day of November 2004, by Steven A. Belson, Esq., as Authorized Representative, who is personally known to me or who has produced _____ as identification.

Beth Gdansk
Notary Public
Print Name: BETH GDANSKI
Comm. No.: _____
Comm. Exp.: _____



Beth Gdansk
My Commission DD259074
Expires December 05 2007


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

The name of the limited liability company is **WEIGHT LOSS COACHING AND CONSULTING, LLC.**

The name and address of the registered agent and office is: **STEVEN A. BELSON, ESQ.,**
2500 N. Military Trail, Suite 465, Boca Raton, Florida 33431.

Having been named as registered agent and to accept service of process for the above-named limited liability company 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.

Dated: November 16, 2004



Steven A. Belson, Esq., as
registered agent