

CYNTHIA L. SHERR, P.A.
Attorney at Law
17001 N.E. 6th Avenue
N. Miami Beach, Florida 33162
(305) 655-1186
Facsimile Number (305) 652-9503

January 30, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Please find enclosed the Articles of Incorporation, Designation of Registered Agent and Assignment of Incorporator as well as the filing fee in the sum of \$122.50.

Please process and return the copy to my office.

Thank you for your cooperation.

Sincerely,

Cynthia L. Sherr, Esq.

FILED
1995 MAR 22 PM 2:55
FBI - TAMPA

CLS/ns
enclosure

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~~2-544~~ ~~405-2724~~
N95-1393

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION
OF

Michael's Weigh, Inc.

Cynthia L. Sherr, P.A., as sole incorporator, for value received hereby assigns any and all rights it may have as such incorporator to the following:

Arlene Edelman

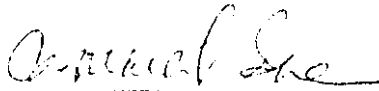
Pauline Perara

Donna Shifren

Dated this March 21, 1995

Cynthia L. Sherr, P.A.

By:



Cynthia L. Sherr, President



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 7, 1995

CYNTHIA L. SHERR, ESQ.
17001 NE 6TH AVE.
N. MIAMI BEACH, FL 33162

SUBJECT: MICHAEL'S WEIGH, INC.
Ref. Number: W95000002721

We have received your document for MICHAEL'S WEIGH, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 395A00005093

ARTICLES OF INCORPORATION
OF

Michael's Weigh, Inc.

The undersigned incorporator hereby forms a corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Michael's Weigh, Inc.

The address of the principal office of this corporation shall be 10059 Winding Lake Road, Apt 102, Blding 7, Sunrise, Florida, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in every aspect of the business of a non-profit support group and clinic. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. ELECTION OF DIRECTORS

The directors of said corporation are elected as provided in the by-laws in accordance with Florida Statutes.

FILED
1985 MAR 22 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 17001 N.E. 6th Avenue, North Miami Beach, Florida 33162, and the name of the initial registered agent of the corporation at that address is Cynthia L. Sherr, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have 1 officer(s) and 3 directors initially. The name(s) and street address(s) of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until their successor is elected or appointed is/are:

Arlene Edelman, President/Secretary/Treasurer/Director,
at 10059 Winding Lake Road, Apt. 102, Blding 7, Sunrise, Florida
33351.

Pauline Perera, Director, 9141 Sunrise Lakes Blvd., Building
113, Apt. 219, Sunrise, Florida 33322.

Donna Shifren, Director, 10059 Winding Lake Road, Apt. 102,
Building 7, Sunrise Florida 33351.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of
Incorporation:

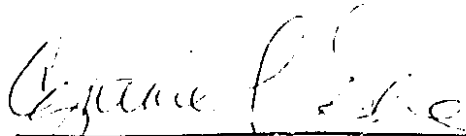
Cynthia L. Sherr, P.A.
17001 N.E. 6th Avenue
North Miami Beach, Florida 33162

FILED
MAR 22 PM 2:55
TAMPA, FLORIDA

IN WITNESS WHEREOF, the undersigned agent of Cynthia L. Sherr,
P.A., has hereunto set their hand and seal of Cynthia L. Sherr,
P.A., on March 21, 1995.

CYNTHIA L. SHERR, P.A.

By:



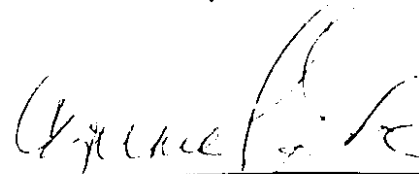
Cynthia L. Sherr, President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Cynthia L. Sherr, P.A., a Florida corporation authorized to
transact business in this State, having a business office identical
with the registered office of the corporation named above, and
having been designated as the Registered Agent in the above and
foregoing Articles, is familiar with and accepts the obligations of
the position of Registered Agent under Section 607.0505, Florida
Statutes.

CYNTHIA L. SHERR, P.A.

By:



Cynthia L. Sherr, President