

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.**Miami Research, Nutrition & Weight Loss, Inc.**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

FA#: H00-432864

**ARTICLES OF INCORPORATION OF
MIAMI RESEARCH, NUTRITION & WEIGHT LOSS, INC.**

**ARTICLE I
NAME**

The name of the Corporation is MIAMI RESEARCH, NUTRITION & WEIGHT LOSS, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 7500 SW 87th Avenue, Suite 202, Miami, Florida 33173.

Keith J. Blum, Esq.
Zack Kosnitzky, P.A.
100 S.E. 2nd Street, Suite 2800
Miami, Florida 33131-2144
Telephone: (305) 539-8400
Florida Bar Number: 0879185

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ARTICLE V
CAPITAL STOCK

The Corporation's authorized capital stock and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1000	\$1.00	Voting Common
9000	\$1.00	Non-voting Common

Each share of voting common stock shall entitle the holder thereof to one vote on any matter on which actions of the shareholders is sought. The holder of shares of non-voting common stock shall have no right to vote such shares except as otherwise required by the Florida Business Corporation Act, as amended from time to time. The shares of voting common stock and non-voting common stock shall be identical in all respects other than the aforementioned voting differential.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 100 S.E. 2nd Street, Suite 2800, Miami, Florida, 33131-2144, and the name of the initial Registered Agent of this Corporation at that address is KTG&S Registered Agent Corporation.

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ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

KTG&S Registered Agent Corporation

100 S.E. 2nd Street, Suite 2800
Miami, Florida 33131-2143

ARTICLE VIII
POWERS

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

ARTICLE IX
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of August, 2000.

KTG&S REGISTERED AGENT CORPORATION

By: 

Keith J. Blum, Vice President

FA#: H00-432864

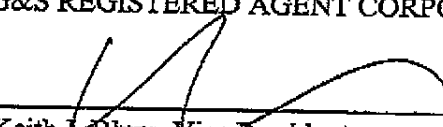
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**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT MIAMI RESEARCH, NUTRITION & WEIGHT LOSS, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED
KTG&S REGISTERED AGENT CORPORATION, LOCATED AT 100 S.E. 2 STREET,
SUITE 2800, MIAMI, DADE, COUNTY, FLORIDA, 33131-2144 ITS REGISTERED AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

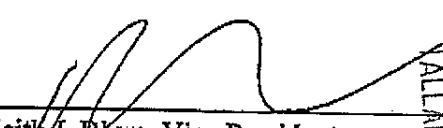
KTG&S REGISTERED AGENT CORPORATION

By: 
Keith J. Blum, Vice President

Dated: August 9, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

KTG&S REGISTERED AGENT CORPORATION

By: 
Keith J. Blum, Vice President

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