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ACCOUNT NO. : 072100000032

REFERENCE : 108599 81467A

AUTHORIZATION:

COST LIMIT : \$ 78.75

Patricia Pignatelli

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2001 APR -9 PM 1:36

FILED

ORDER DATE : April 9, 2001

ORDER TIME : 9:33 AM

ORDER NO. : 108599-005

CUSTOMER NO: 81467A

CUSTOMER: Frank C. Wheeler, Esq
Charles F. Wheeler, P.A.
Suite 350
871 Venetia Bay Boulevard
Venice, FL 34292

700003971947--4

DOMESTIC FILING

NAME: GOTTA WEIGH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT.

EXAMINER'S INITIALS:

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2001 APR -9 AM 10:41

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

JP 4/9/01

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Articles of Incorporation of
Gotta Weigh, Inc.**

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation under and by virtue of the laws of the State of Florida as contained in the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended the ("ACT").

ARTICLE 1: NAME

Name of the Corporation shall be: Gotta Weigh, Inc.

ARTICLE 2: DURATION

The date of commencement of corporate existence shall be the date the Articles of Incorporation are filed with the Secretary of State, and the period of duration of the corporation shall be perpetual.

ARTICLE 3: PURPOSE AND POWERS

In general to have and exercise any and all power that corporations have and may exercise under the laws of the State of Florida, specifically including the provisions of Florida Statute §607.0302, and its amendments, except such powers as are inconsistent with the express provisions of these Articles of Incorporation.

ARTICLE 4: STOCK

The corporation shall have authority to issue 10,000 shares of common stock with a par value of \$1.00 per share. The corporation shall not have the authority to issue shares in series.

ARTICLE 5: PREEMPTIVE RIGHTS AND OTHER RESTRICTIONS

5.1 Statement of Preemptive Rights. After the subscription shares have been issued, each holder of shares in the corporation shall have the first right to purchase shares (and securities convertible to shares) of the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him

to exercise his preemptive rights.

5.2 Prohibition of Issued Shares for Other Than Money or Property. Shares in the corporation shall not be issued for consideration other than money, property or in payment of a debt of the corporation, without the unanimous consent of all shareholders.

5.3 Restrictions on Transfer of Stock. If any two or more shareholders or subscribers to stock of the corporation shall enter into any agreement restricting the right of any of them to transfer, encumber or otherwise dispose of any shares of stock of the corporation held by them, then all share certificates subject to such restrictions shall have a reference to the restrictions placed on the certificate and such stock shall not thereafter be transferred on the corporate books except in accordance with the provisions of such agreement. Stock transferred in violation of any such restrictions shall not be entitled to dividend or voting rights until there has been full compliance with the provisions of any such agreement.

ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT

The principal office address of the corporation is: 4156 Central Sarasota Parkway, Apt. 823, Sarasota, Florida 34238.

The registered office address is: 4156 Central Sarasota Parkway, Apt. 823, Sarasota, Florida 34238 and the name of the initial registered agent of the corporation at such address is: Denis R. Curcio.

ARTICLE 7: DIRECTORS

The initial Board of Directors shall consist of TWO members. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until the successor is elected and qualified, or until the earlier resignation, removal from office or death, is as follows:

Brenden R. Curcio: 1831 Highland Road, Osprey, Florida 34229

Denis R. Curcio: 4156 Central Sarasota Parkway, Apt. 823, Sarasota, Florida 34238

ARTICLE 8: OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until its successors are elected or appointed:

Brenden R. Curcio: President/Secretary
1831 Highland Road, Osprey, Florida 34229

Denis R. Curcio: Vice President/Treasurer
4156 Central Sarasota Parkway, Apt. 823, Sarasota, Florida 34238

ARTICLE 9: INCORPORATOR

The names and addresses of the incorporators of this corporation are:

Brenden R. Curcio: 1831 Highland Road, Osprey, Florida 34229

Denis R. Curcio: 4156 Central Sarasota Parkway, Apt. 823, Sarasota, Florida 34238

ARTICLE 10: PROVISIONS FOR THE REGULATION OF THE BUSINESS
AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION.

10.1 Meetings of Shareholders and Directors. Meetings of the shareholders and directors of the corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

10.2 Bylaws. The initial Bylaws of the corporation shall be adopted by the Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the shares outstanding shall be necessary to exercise that power. the Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Act and these Articles of Incorporation.

10.3 Contracts in which Directors have an Interest. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is an officer or director of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction' and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be interested.

IN WITNESS WHEREOF, the undersigned, being the incorporators of the corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, this 6 day of April, 2001.



Printed: **FRANK C. WHEELER**
Witness # 1



Printed: **STEPHANIE SHAMBORA**
Witness # 2



Brenden R. Curcio



Denis R. Curcio

FILED

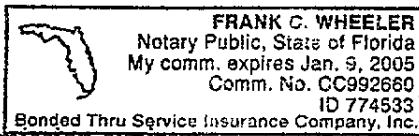
State of Florida
County of Sarasota

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, **FRANK C. WHEELER**, Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that Brenden R. Curcio and Denis R. Curcio, being the incorporators referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the trust of the facts herein stated.


WITNESS my hand and official seal this 6 day of April, 2001.



My commission expires:


Notary Public **FRANK C. WHEELER**

I, Denis R. Curcio, having been named as Registered Agent in the foregoing Articles of Incorporation, hereby simultaneously 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 am familiar with and accept the obligations of my position as registered agent.


Name