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ACCOUNT NO. : 072100000032
REFERENCE : 139555 7270622
AUTHORIZATION : Patricia Pizzuti
COST LIMIT : \$ 70.00

ORDER DATE : May 4, 2001
ORDER TIME : 2:11 PM
ORDER NO. : 139555-005
CUSTOMER NO: 7270622

200004138242--3

CUSTOMER: Mr. Kenneth A. Baer
Dr. Kenneth A. Baer
7330 Sw 62 Place S 330
Miami, FL 33143

DOMESTIC FILING

NAME: SOUTH MIAMI WEIGHT MANAGEMENT CENTER, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165
EXAMINER'S INITIALS:

SM
5/7/01

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY -4 PM 4:43
NOTARIZED
TO BE ACKNOWLEDGE
BY AGENCY OF FILING

SECRETARY OF STATE
TALLAHASSEE FLORIDA
2001 MAY -4 PM 5:02
FILED

ARTICLES OF INCORPORATION

2001 MAY -4 PH 5:02

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SOUTH MIAMI WEIGHT MANAGEMENT CENTER, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SOUTH MIAMI WEIGHT MANAGEMENT CENTER, INC.

The address of the principal office of this corporation shall be 7330 Southwest 62nd Place, South 330, Miami, Florida 33143, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT.

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Sandra Baer
Dir.

2 Grove Isle Drive, Apartment 60 B
Miami, Florida 33133

Kenneth A. Baer
Dir.

7330 Southwest 62nd Place, South 330
Miami, Florida 33143

2001 MAY -4 PM 5:02

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII. INCORPORATOR

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

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on May 4, 2001.

Deborah D. Skipper
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware 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.

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper