

TRANSMITTAL LETTER

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SUBJECT: UNIVERSAL MEDICAL and WEIGHT LOSS CENTER, P.A.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Aland Pierre-CANEL, CPA
Name (Printed or typed)

1240 NE 182 St
Address

N. Miami Beach FL 33162
City, State & Zip

(305) 948-9958 or (305) 416-194
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NOTE: Please provide the original and one copy of the articles.

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CERTIFICATE OF INCORPORATION

OF

UNIVERSAL MEDICAL AND WEIGHT LOSS CENTER, P.A.

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provision of an Act of the Legislature of the State of Florida approved June 1, 1925, and the acts amendatory thereto, do hereby subscribe to this Certificate of Incorporation.

FIRST: The name of the Corporation is:

UNIVERSAL MEDICAL AND WEIGHT LOSS CENTER, P.A.

SECOND: The general nature of business to be transacted by the Corporation follows: To engage in the business of providing medical services. To manufacture, purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise and other personal and real property of every class and description whatsoever.

To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business or commonly supplied or dealt in by persons engaged in any such business, or which may be capable of being profitably dealt with in connection with any of the said business.

To guarantee, acquire by purchase, subscription or otherwise hold for investment, or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or

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TALLAHASSEE, FLORIDA

government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.

To acquire in any manner, utilize, enjoy, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and privileges, intentions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the corporation or any other corporation in which this corporation may have an interest as a stockholder or otherwise.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any

other lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the objectives of the business of the corporation; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all the property acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, as now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge, or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article THIRD hereof.

To acquire by purchase, subscription or otherwise, and to own, hold, sell, vote and handle shares of stock in other corporations.

To have one or more officers conduct its business and promote the objectives within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives, or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment hereof,

necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise; and, in general, either alone or in associations with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objectives, or the furtherance of such purposes or objectives of the corporation, whether or not such business is similar in nature to the purposes and objectives as set forth in this Certificate of Incorporation or any amendment hereof.

The following paragraphs shall be construed and enumerated both a objectives and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

THIRD: The amount of the total authorized capital stock of the corporation shall be One Thousand (100) shares at one Dollar (\$1.00) par value. The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors.

FOURTH: The amount of capital with which the corporation shall begin business shall not be less than One Thousand (\$1,000.00) Dollars.

FIFTH: The Corporation shall have perpetual existence.

SIXTH: The address, County and State in which the principal offices of the corporation are to be located are:

11779 SW 16 St, Pembroke Pines, Broward County, Fl 33025

SEVENTH: The board of Directors shall consist of not less than one (1) or more than six (6) Directors.

EIGHTH: The name and post office address of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation, the By-Laws, and Act of the Legislature approved June 1, 1925 and the acts amendatory thereto, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, is the following:

NAME:	ADDRESS:
Smith Joseph, DO	11779 SW 16 St Pembroke Pines, Fl 33025

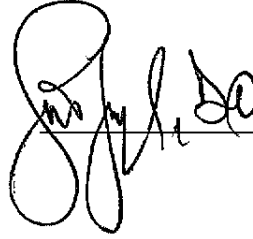
NINTH: The name and address of the initial subscriber to these Articles of Incorporation are as follows:

NAME	ADDRESS
Smith Joseph, DO	11779 SW 16 St Pembroke Pines, Fl 33025

TENTH: The initial registered office of this Corporation shall be located at:
11779 SW 16 St, Pembroke Pines, Fl 33025

ELEVENTH: The registered agent of the corporation shall be:

Dr. SMITH JOSEPH



(SEAL)

STATE OF FLORIDA)

COUNTY OF BROWARD)

BE IT REMEMBERED that on this day personally appeared before me, the undersigned Notary Public, in and for the State of Florida at Large, Dr. SMITH JOSEPH, Subscriber to the following Certificate of Incorporation, known to me personally/ provided identification to be such and upon oath, acknowledge the said Certificate of Incorporation to be the act and deed of the signer and the facts therein stated to be truly set forth.

WITNESS my hand and official seal at Miami Dade, Fl said County and State, this 5 day of SEPTEMBER, 2001.

Tanya Gonzalez
NOTARY PUBLIC



Tanya Gonzalez
Commission # CC997221
Expires Jan. 28, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: UNIVERSAL MEDICAL & WEIGHT LOSS CENTER, P.A.
2. The name and address of the registered agent and office is:

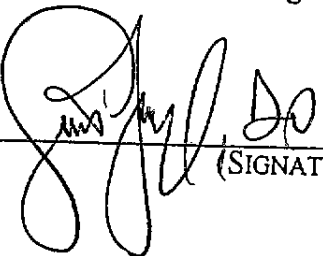
JE Smith Joseph
(NAME)

11779 SW 16 St
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Pembroke Pines FL 33025
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation 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.


(SIGNATURE)

9/3/01
(DATE)