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ACCOUNT NO. : 072100000032

REFERENCE : 533128 11102A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
2001 DEC -3 PM 12:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 3, 2001

ORDER TIME : 10:39 AM

ORDER NO. : 533128-005

CUSTOMER NO: 11102A

CUSTOMER: Mr. Ivan M. Lefkowitz
Lefkowitz & Bloom, P.a.

430 North Mills Avenue

Orlando, FL 32803

RECEIVED
01 DEC -3 AM 11:32
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: CLEARWATER ALPHA WEIGHT LOSS
CENTER, INC.

EFFECTIVE DATE: 11/30/01

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*****78.75 *****78.75

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

12/3/01

EFFECTIVE DATE

11/30/01

ARTICLES OF INCORPORATION

OF

CLEARWATER ALPHA WEIGHT LOSS CENTER, INC.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is CLEARWATER ALPHA WEIGHT LOSS CENTER, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of this corporation shall be:

430 North Mills Avenue
Orlando, Florida 32803

The name of the initial registered agent of this corporation at that address shall be:

IVAN M. LEFKOWITZ

The street address of the corporate offices shall be:

2128 Main Street, Dunedin, Florida 34697

The mailing address of the corporation shall be:

c/o Alpha Weight Control Center, 7819 North Dale Mabry,
Suite 114, Tampa, Florida 33614

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officer of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
CELENE PETERS	2128 Main Street Dunedin, Florida 34697	President/ Secretary/ Treasurer/ Director

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
IVAN M. LEFKOWITZ	430 North Mills Avenue Orlando, Florida 32803

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of November, 2001.


IVAN M. LEFKOWITZ, Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION

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:

CLEARWATER ALPHA WEIGHT LOSS CENTER, INC.

2. The name and address of the registered agent and office is:

IVAN M. LEFKOWITZ
430 North Mills Avenue
Orlando, Florida 32803

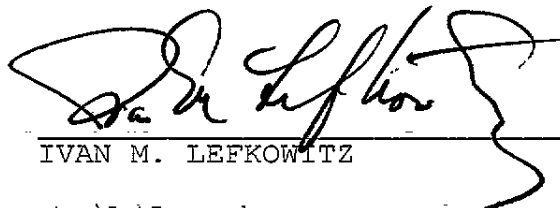
Date: November 30, 2001


IVAN M. LEFKOWITZ, Incorporator

ACCEPTANCE

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.

Date: November 30, 2001


IVAN M. LEFKOWITZ

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