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TALLAHASSEE, FLORIDA

BARRY M. DANZINGER, CPA, P.A.
REGISTERED INVESTMENT ADVISOR
1600 S. FEDERAL HIGHWAY, SUITE 915
POMPANO BEACH, FL 33062
PHONE -954-946-9144
FAX -954-946-9140

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

We are enclosing the Certificate of Incorporation for: **PHYSICIANS WELLNESS & WEIGHT LOSS CENTER, INC.** we are enclosing a check in the amount of $70.00.

Please send the approved papers to: **Barry M. Danzinger, CPA, P.A.**
Registered Investment Advisor
1600 S. Federal Highway, Suite 915
Pompano Beach, FL 33062

Sincerely,

Barry M. Danzinger, CPA, P.A.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PHYSICIANS WELLNESS & WEIGHT LOSS CENTER, INC.

THIS IS TO CERTIFY that **WE**, the undersigned, hereby associate myself unto a corporation pursuant to the provisions of the laws of the State of Florida providing for the formation of a corporation for profit for the purposes and with the powers herein mentioned, and to that end do by Certificate set forth:

I

The name of the Corporation is: **PHYSICIANS WELLNESS & WEIGHT LOSS CENTER, INC.**

II

The Corporation's existence shall commence at 12:01 a.m.local time on the date of filing. The Corporation shall be of perpetual duration.

III

The 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.

IV

There shall be only one (1) class of stock in this corporation, namely common stock with a par value of $1.00 per share.

The maximum number of shares that this corporation is authorized to have outstanding at any time is one thousand (1000) shares, with a par value of $1.00 each.

The corporation shall commence its existence with one hundred (100) shares, to be owned by the undersigned incorporator:

SYLVESTER BRAITHWAITE	**50- SHARES OF COMMON STOCK**
CARLA BRAITHWAITE	**50- SHARES OF COMMON STOCK**

V

The registered office of the Corporation is to be located at:

1831 S. STATE ROAD 7
FT. LAUDERDALE, FL 33317

THE PRINCIPAL PLACE OF BUSINESS IS THE SAME AS THE REGISTERED OFFICE.

VI

It is the intent of the incorporators that the Corporation will qualify under Section 1244 of the Internal Revenue Code.

VII

In compliance with Section 48,091 Florida Statutes, the following is submitted:

First, that **PHYSICIANS WELLNESS & WEIGHT LOSS CENTER, INC.** desiring to organize or qualify under the laws of the state of **FLORIDA,** with its principle place of business in the city of **FT. LAUDERDALE,** State of **FLORIDA,** has named **SYLVESTER BRAITHWAITE** as its agent to accept service process within Florida.

Signature: ✓ R.A. Braithwaite

Date : ✓ 01/13/03

The mailing address, principal address and registered address of the corporation is:
1831 S. STATE ROAD 7, FT. LAUDERDALE, FL 33317

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 this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of these duties.

Signature : ✓ R.A. Braithwaite

Date : ✓ 01/13/03

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TALLAHASSEE, FLORIDA

VIII

The initial Board of Directors shall consist of (two) Directors. The name, post office addresses of the first Board of Directors and Officers who, subject to the provisions of the Certificate of Incorporation, by-laws and the Act of the Legislature of the State of Florida, whereunder the Corporation is organized, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, is as follows:

NAME:	ADDRESS:	OFFICE:
SYLVESTER BRAITHWAITE	3272 MUIRFIELD WESTON, FL 33332	PRESIDENT
CARLA BRAITHWAITE	3272 MUIRFIELD WESTON, FL 33332	VICE-PRESIDENT

IX

The specific nature of this corporation will be **A WEIGHT LOSS CENTER.**

The Undersigned incorporator agrees to abide by the provisions of this charter and of the laws of the State of Florida in the conduct of the affairs of this corporation, and to take the number of shares of stock as set forth above.

Signature of Incorporator:

v R A Braithwaite
SYLVESTER BRAITHWAITE

v 01/13/03
Date: