

**P06000081652**

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Urgent Care West Weight Management, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION**  
**OF**  
**URGENT CARE WEST WEIGHT MANAGEMENT, 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 as follows:

***Urgent Care West Weight Management, Inc.***

The principal place of business of this corporation shall be 2050 40th Avenue, Suite 6, Vero Beach, Florida 32960, and the mailing address shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation shall be formed for the specific purpose of conducting any and all lawful business and may engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

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**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be, and the name of the initial registered agent of the corporation at that address is Rossway Moore & Taylor, P.L.C., Attention: Helen E. Scott, Attorney at Law, 5070 North Highway A-1-A, Suite 200, Vero Beach, Florida 32963.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**ARTICLE VII. SPECIAL PROVISION**

This corporation shall be organized, if the shareholder so elects and if the corporation qualifies, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

**ARTICLE VIII. OFFICERS AND DIRECTORS**

This corporation shall have one (1) director. The name and street address of the director who shall hold office for the corporation, is as follows:

**Michael Mattice, MD - Director/President**  
2050 40th Avenue, Suite 6  
Vero Beach, Florida 32960;

No amendment to these articles shall be required in the event the shareholders wish to increase or decrease the number of directors.

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**ARTICLE IX. INCORPORATOR**

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

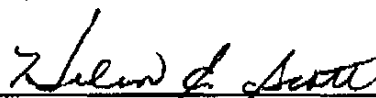
**Michael Mattice, MD**  
2050 40th Avenue, Suite 6  
Vero Beach, Florida 32960.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 12<sup>th</sup> day of June, 2006.

  
(Name: MICHAEL MATTICE)

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

**Rossway Moore & Taylor, P.L.C., Attention: Helen E. Scott**, whose address is as follows: 5070 North Highway A-1-A, Suite 200, Vero Beach, Florida 32963, which is the same address as set forth in Article IV hereof, 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*.

  
(Name: Helen E. Scott)

Date: June 14, 2006

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M. BURR KEIM COMPANY

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FAX CONFIRMATION  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**VENDOME MINYAN, A NOT FOR PROFIT CORPORATION**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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June 14, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

M. BURR KEIM COMPANY

SUBJECT: VENDOME MINYAN  
REF: W06000027174

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

If you have any further questions concerning your document, please call (850) 245-6925.

Cynthia Blalock  
Document Specialist  
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ARTICLES OF INCORPORATION

OF

VENDOME MINYAN, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

VENDOME MINYAN, INC.

2. The period of the duration of this corporation is perpetual.

3. The purpose for which the corporation is organized are:

To conduct a House of Worship and Adult Religious Education Lectures.

The corporation is organized exclusively for charitable, literary, scientific, religious and educational purposes provided for under Section 501(c)(3) of the Internal Revenue Code of 1986 and does not contemplate pecuniary gain or profit, incidental or otherwise.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the preparation or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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4. The corporation shall have members and the qualifications for membership shall be set forth in the bylaws of the corporation.

5. The street address of the initial registered office of the corporation is 4301 Collins Avenue, Miami Beach, FL 33140 and the name of its registered agent at such address is Andre Engel.

6. The principal place of business and the mailing address of this corporation is 4301 Collins Avenue, Miami Beach, FL 33140.

7. The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

NAME	ADDRESS
Andre Engel	4301 Collins Avenue, Miami Beach, FL 33140
Wilmos Spitzer	4301 Collins Avenue, Miami Beach, FL 33140
Bernard Rosenberg	4301 Collins Avenue, Miami Beach, FL 33140

8. The method of election of the directors shall be as set forth in the bylaws.

9. This corporation is organized under a nonstock basis.

10. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.


11. The name and street address of each incorporator is:

NAME	ADDRESS
Andre Engel	4301 Collins Avenue, Miami Beach, FL 33140

Dated the 5th day of June, 2006.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

Signature of Incorporator:

  
Andre Engel

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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:


VENDOME MINYAN, INC.

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

Andre Engel 4301 Collins Avenue, Miami Beach, FL 33140

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.

Dated:

June 5, 2006  
Andre Engel  
Registered Agent

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