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**FLORIDA PROFTT/NON PROFTT CORPORATION**  
**PHYSICIANS' WEIGHT LOSS & FITNESS SOLUTIONS, INC.**

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SECRETARY OF STATE  
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**ARTICLES OF INCORPORATION  
OF**

**PHYSICIANS' WEIGHT LOSS & FITNESS SOLUTIONS, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I  
Name and Address**

The name of the Corporation is: **PHYSICIANS' WEIGHT LOSS & FITNESS SOLUTIONS, INC.** The mailing and street address of the Corporation is **4636 Westford Circle, Tampa, Florida 33618.**

**ARTICLE II  
Term of Existence**

The existence of this Corporation shall commence on April 1, 2008, and shall thereafter be perpetual.

**ARTICLE III  
Purpose**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV  
Powers**

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

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(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business, which the Board of Directors shall find, will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its Directors, officers, and employees and for any or all of the Directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its Directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

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**ARTICLE V  
Capital Stock**

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

**ARTICLE VI  
Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is **One Independent Drive, Suite 1300, Jacksonville, Florida 32202**, and the name of its initial registered agent at such address is **F & L Corp.**

**ARTICLE VII  
Initial Board of Directors**

This Corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than four (4). The names and addresses of the initial Directors of this Corporation are:

Name	Address
Lawrence E. Shepard, D.O.	4636 Westford Circle Tampa, FL 33618
Deborah A. Shepard	4636 Westford Circle Tampa, FL 33618
William F. Meadows, III, M.D.	1328 Eckles Drive Tampa, FL 33612
Carolyn Conrad Meadows	1328 Eckles Drive Tampa, FL 33612

**ARTICLE VIII  
Incorporator**

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

Name	Address
Randolph J. Wolfe	100 N. Tampa Street, Suite 2700 Tampa, Florida 33602

**ARTICLE IX  
Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

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**ARTICLE X**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation, this 29<sup>th</sup> day of March, 2008.

*Randolph J. Wolfe*  
RANDOLPH J. WOLFE

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, 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 my duties.

**F & L CORP**

Dated the 29<sup>th</sup> day of March, 2008

By: *Randolph J. Wolfe*  
Randolph J. Wolfe, Vice President

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