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DIVISION OF CORPORATION

FLORIDA PROFIT/NON PROFIT CORPORATION

Medical Weight Loss of the Palm Beaches, P.A.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF**

MEDICAL WEIGHT LOSS OF THE PALM BEACHES, P.A.

The undersigned incorporator, for the purpose of forming a professional corporation under the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation.

**Article I
Name and Duration**

The name of this professional corporation is Medical Weight Loss of the Palm Beaches, P.A. The duration of the professional corporation is perpetual. The effective date upon which this professional corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**Article II
Principal Office**

The address of the principal office of the professional corporation in the State of Florida is 120 John F. Kennedy Drive, Suite 120, Atlantis, Florida 33462.

The mailing address of the professional corporation in the State of Florida is 120 John F. Kennedy Drive, Suite 120, Atlantis, Florida 33462.

**Article III
Corporate Purposes, Powers and Rights**

The general purpose for which this professional corporation is organized shall be:

1. To render professional medical services to the general public, and to do all things in connection therewith that are customarily done by doctors under the laws of the State of Florida.
2. In furtherance of its corporate purposes, the professional corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act.

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Article IV
Capital Stock

The maximum number of shares of stock that this professional corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having \$.01 par value.

Article V
Shareholder Restrictions

No one other than an individual who is duly licensed or legally authorized to render medical services in the State of Florida may own stock of this professional corporation. No shareholder of this professional corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Any stockholder who becomes legally disqualified to render medical services shall sever all employment with and financial interest in the professional corporation. No shareholder shall transfer any shares of stock of the professional corporation, except to another individual who is eligible to be a shareholder of the professional corporation.

Article VI
Registered Office and Agent

The street address of the registered office of this professional corporation is 14 East Bay Street, Jacksonville, Florida 32202 and the name of the registered agent of this professional corporation at that address is Milam Howard Nicandri Dees & Gillam, P.A.

Article VII
Directors

1. This professional corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

2. The names and street addresses of the members of the first board of directors of this professional corporation, who are licensed to practice medicine in the State of Florida, are:

Name
Felice Levine, M.D.

Address
120 John F. Kennedy Drive, Suite 120
Atlantis, FL 33462

Neda VandenBosch, M.D.

120 John F. Kennedy Drive, Suite 120
Atlantis, FL 33462

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Tomas Boyle, M.D.

120 John F. Kennedy Drive, Suite 120
Atlantis, FL 33462

3. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

Article VIII
Bylaws

The power to adopt, amend or repeal bylaws for the management of this professional corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to the amendment or repeal by the Board of Directors.

Article IX
Incorporator

The name and street address of the incorporator of this professional corporation is Milam Howard Nicandri Dees & Gillam, P.A., a Florida corporation at 14 East Bay Street, Jacksonville, Florida 32202.

Article X
Amendment

This professional corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 16th day of July, 2008.

Milam Howard Nicandri
Dees & Gillam, P.A.

By: 

G. Alan Howard, as President

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes, the following is submitted:

Medical Weight Loss of the Palm Beaches, P.A., desiring to organize or qualify under the laws of the State of Florida hereby designates Milam Howard Nicandri Dees & Gillam, P.A., as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 14 East Bay Street Jacksonville, Florida 32202.

Dated: July 16, 2008

Medical Weight Loss of the Palm
Beaches, P.A.

By:

G. Alan Howard, Incorporator

Having been named to accept service of process for the above stated professional corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative 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: July 16, 2008

Milam Howard Nicandri
Dees & Gillam, P.A.

By:

G. Alan Howard, as President