

LAW OFFICE
N. SANDY KONIGSBERG, P.A.
9900 West Sample Road
Suite 400
Coral Springs, FL 33065

N. SANDY KONIGSBERG
MEMBER OF NEW YORK & FLORIDA BARS

TEL (305) 441-2944
FAX (305) 444-0288

February 28, 1995

PA6000018798

Re: ARTICLES OF INCORPORATION
WEIGH-LESS, INC.

To Whom it May Concern:

Enclosed please find the Articles of Incorporation for the above-referenced corporation to be filed with the Secretary of State with a certified copy returned to this office.

Also enclosed is a check in the amount of \$122.50 covering the cost of filing same.

In the event you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

N. SANDY KONIGSBERG

NSK / rg
Encl.

ARTICLES OF INCORPORATION

- OF -

WEIGH-LESS, INC.

THE UNDERSIGNED subscriber(s) to these Articles of Incorporation, each a natural person, competent to contract, hereby associates themselves together to form a corporation for profit under the laws of the State of Florida; and further does agree to the following conditions of said corporation:

ARTICLE I NAME

WEIGH-LESS, INC.

ARTICLE II NATURE OF BUSINESS

This corporation is organized for the following purpose or purposes: to engage in any and all business ventures and transactions allowable under any and all applicable state and federal laws and all things related hereto and for the purpose of transacting any and all lawful business.

ARTICLE III CAPITAL STOCK

This corporation is authorized to issue a maximum of 600 shares of stock. The shares of stock authorized shall be common stock, having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial registered agent and registered office in the State of Florida shall be N. SANDY KONIGSBERG, ESQ., 9900 West Sample Road, Suite 400, Coral Springs, Florida 33065.

ARTICLE V INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the corporation shall have no less than one (1) director at any time. The name and office address of each member of the first Board of Directors are:

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95 MAR - 6 PM 12:35
CLERK OF DISTRICT COURT
JANUARY 1996

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|---|
| Ronnie Scher | 393 N.W. 101st Terrace Coral Springs, FL 33071 |
| Lana Saban | 3062 Riverside Drive Coral Springs, FL 33065 |
| Linda Reihs | 348 N.W. 89th Lane Coral Springs, FL 33071 |

The members of the first Board of Directors shall hold office until the first annual meeting of the stockholders of the corporation.

ARTICLE VI INITIAL CORPORATE ADDRESS

The initial street address of the corporation is 9900 West Sample Road, Suite 400, Coral Springs, Florida 33065.

ARTICLE VII INCORPORATOR

The name and post office address of each incorporator executing these Articles of Incorporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------------|--|
| N. Sandy Konigsberg, Esq. | 9900 West Sample Road, #400 Coral Springs, FL 33065 |

ARTICLE VIII AMENDMENTS

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

ARTICLE IX COMMENCEMENT DATE

Corporation existence will commence on the date the Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE X TERM OF EXISTENCE

This corporation is to exist perpetually.

**ARTICLE XI
PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE XII
SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

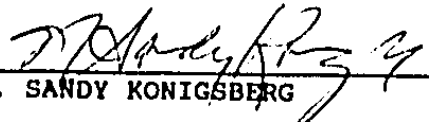
THE UNDERSIGNED Incorporator for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein contained are stated true.



N. SANDY KONIGSBERG

**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates N. Sandy Konigsberg, whose address is 9900 West Sample Road, Suite 400, Coral Springs, Florida 33065 as its registered agent to accept service of process within the State.


N. SANDY KONIGSBERG

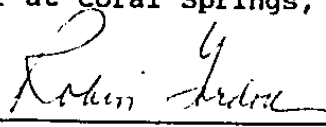
The undersigned hereby accepts the foregoing designation as registered agent for service of process with the State of Florida and agrees to comply with the provisions of the law applicable to said designation.


N. SANDY KONIGSBERG

STATE OF FLORIDA)
COUNTY OF BROWARD)

BE IT REMEMBERED, that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared N. SANDY KONIGSBERG, to me known (or who produced the following as identification: Personally Known) to be the person described in as incorporator in the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS MY HAND and official seal at Coral Springs, Florida this 2nd day of March, 1995.


NOTARY PUBLIC
STATE OF FLORIDA

SEAL



FILED
MAR 2 1995
CLERK OF DISTRICT COURT