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Carkhuff & Radmin, Esqs.
Attorneys at Law
9220 Bonita Beach Road, Suite 220
Bonita Springs, Florida 33923
(813) 947-2211

May 22, 1995

FILED
95 MAY 30 PM 1:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State
Corporate Charter Division
Post Office Box 6327
Tallahassee, Florida 32314

200001501552
-05/30/95--01064--010
****122.50 ****122.50

Re: Why Weight Centers, Inc.

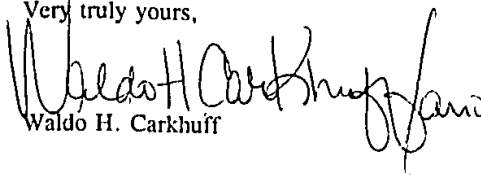
Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$122.50 to cover your corporate fees and copy charges.

Kindly file this corporation with your office and return same to me at the above address at your earliest convenience.

Thank you.

Very truly yours,


Waldo H. Carkhuff

enclosures
via UPS Second Day

SDK

**ARTICLES OF INCORPORATION OF
WHY WEIGHT CENTERS, INC.**

FILED
95 MAY 30 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of this corporation is **WHY WEIGHT CENTERS, INC.** The principal office of the corporation is 9220 Bonita Beach Road, Suite 220, Bonita Springs, Florida 33923. The mailing address of the corporation is the same.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be without par value.

**ARTICLE FIVE
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 9220 Bonita Beach Road, Suite 220, Bonita Springs, Florida 33923 and the name of its initial registered agent at such address, is Waldo H. Carkhuff.

**ARTICLE SIX
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

Name

Address

Waldo H. Carkhuff

9220 Bonita Beach Road
Suite 220
Bonita Springs, FL 33923

**ARTICLE SEVEN
INCORPORATORS**

The name and address of each incorporator is:

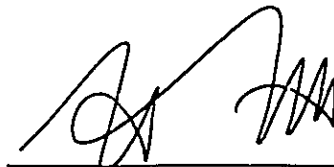
Name

Address

Waldo H. Carkhuff

9 2 2 0 B o n i t a B e a c h R o a d
Suite 220
Bonita Springs, FL 33923

24 IN WITNESS WHEREOF the incorporator has hereunto set his hand and seal this
day of May, 1995.



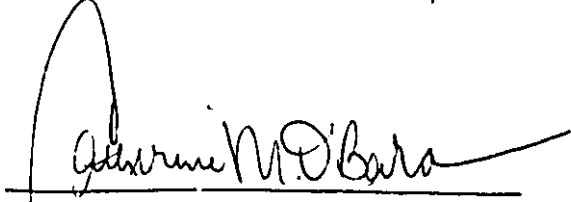
Waldo H. Carkhuff

STATE OF NEW JERSEY

COUNTY OF SOMERSET

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of New Jersey, County of Somerset, to take acknowledgements, personally appeared WALDO H. CARKHUFF described as the incorporator of WHY WEIGHT CENTERS, INC., and he executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Somerset County, New Jersey this 24th day of May, 1995



CATHERINE M. OBARA
A Notary Public of New Jersey
My Commission Expires Nov. 18, 1996

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 616.023, Florida Statutes, the following is submitted in compliance with said act:

That WHY WEIGHT CENTERS, INC., desiring to organize under the laws of the State of Florida as a corporation with its principal office, as indicated in its Articles of Incorporation, at 9220 Bonita Beach Road, Suite 220, Bonita Springs, Florida 33923 has named Waldo H. Carkhuff as agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designated in the certificate, I hereby agree to act in this capacity and to comply with the provisions of said act relative to keeping open said office



Waldo H. Carkhuff

FILED
95 MAY 30 PM 1:10
CLERK OF STATE
TALLAHASSEE FLORIDA