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TALLAHASSEE, FL 32301
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800-142-8086



networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICE

PP500059140

ACCOUNT NO. : 072100000032

REFERENCE : 651221 85708A

AUTHORIZATION :

Patricia P. Pitt

COST LIMIT : \$ 70.00

ORDER DATE : July 31, 1995

7000015450007

ORDER TIME : 11:56 AM

ORDER NO. : 651221

CUSTOMER NO: 85708A

CUSTOMER: Ms. Sheila Hostetler
EDWARD W. BECHT, P.A.

321 South Second Street
Fort Pierce, FL 34950

EFFECTIVE DATE

JUL 27 1995

DOMESTIC FILING

NAME: VERO BEACH WEIGHT LOSS &
WELLNESS CENTER, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

T. BROWN AUG - 1 1995

FILED
65 JUL 31 / AUG 12
TALLAHASSEE, FL 32301
FBI

EFFECTIVE DATE
JUL 27 1995

FILED
95 JUL 31 11 10 AM '95
STATE OF FLORIDA
TALLAHASSEE

ARTICLES OF INCORPORATION

OF

VERO BEACH WEIGHT LOSS &
WELLNESS CENTER, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation shall be: VERO BEACH WEIGHT LOSS & WELLNESS CENTER, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the object and purposes proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz: To engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 shares of common stock having a nominal or par value of \$1.00 a share.

ARTICLE IV
PRINCIPAL ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The principal address and initial registered office and agent address of this corporation is as follows:

PRINCIPAL ADDRESS: 1630-B Club Drive, Vero Beach, FL 34963

REGISTERED AGENT: Edward W. Becht, 321 S. Second Street, Fort Pierce, Florida 34950

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE V
CORPORATE EXISTENCE

In accordance with the applicable Florida Statute, corporate existence shall commence upon the date of the execution and acknowledgement of these Articles of Incorporation and said corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The corporation shall have one director (s) initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

JOSEPH BACHMAN, 1630-B Club Drive, Vero Beach, FL 34963

ARTICLE VII
OFFICERS

The officers of this corporation shall be a president, vice president, secretary and a treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and factors as may be deemed necessary shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the bylaws or determined by the Board of Directors. Any person may hold one or more offices.

ARTICLE VIII
AMENDMENT

The Articles of Incorporation may be amended in the manner provided. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX
AGREEMENTS

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- (a) Any limitations or restraints upon the transferability, alienation or assignment of stock;
- (b) Any limitation or restraint upon the encumbrance or pledge of stock;
- (c) any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;
- (d) Management agreements or other employment agreements with persons who may or may not be stockholders; and
- (e) Any and all such other agreements as may be reasonably necessary in the ownership, conductor furtherance of the business of the corporation and so implement the said agreements by by-laws of the corporation.

ARTICLE X
INCORPORATOR AND SUBSCRIBER

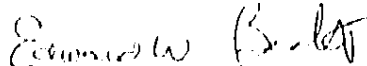
The name and street address of the person named herein as subscriber and incorporator are as follows:

Edward W. Becht
321 S. Second Street
Fort Pierce, Florida 34950

ARTICLE XI
SECTION 1244

This corporation is being organized and its common stock issued pursuant to Section 1244 of the Internal Revenue Code and the regulations thereunder, which permit ordinary loss treatment when the holder of Section 1244 stock sells or exchanges such stock at a loss or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed in the office of the Secretary of State the foregoing Certificate of Incorporation this 31 day of July, 1995.



Edward W. Becht

STATE OF FLORIDA

COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on the 31 day of July, 1995, personally came and appeared before me, the undersigned authority, Edward W. Becht, to me well known, and well known to be the person described in the foregoing Articles of Incorporation, and he acknowledged the same as his act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal on the day and year above written.


NOTARY PUBLIC, State of Florida
at Large
My Commission expires:



SHEILA L. HOSTETLER
My Commission CC366717
Expires May. 01, 1998
Bonded by HAI
800-422-1555

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provisions of said Act.

Edward W. Becht

Edward W. Becht, Registered Agent

FILED
65 JUL 31 1961
FILE
RECEIVED
1961