

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 9171
904 222 0101 FAX

800-342-8086



P9500066055

ACCOUNT NO : 7-100000032

REFERENCE : 669139 4656A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : August 25, 1995

ORDER TIME : 10:10 AM

ORDER NO. : 669139

400001569974

CUSTOMER NO: 4656A

CUSTOMER: Sheryl Cohen, Legal Assistant
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: QPQ WEIGHT LOSS CENTERS, INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

T. BROWN AUG 25 1995

FILED
95 AUG 25 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
QPQ WEIGHT LOSS CENTERS, INC.

FILED
95 AUG 25 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is QPQ WEIGHT LOSS CENTERS, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1000 Lincoln Road, Suite 206, Miami Beach, Florida 33139.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

120 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0111 FAX

800-142-8086

P95000066055



PRESIDENTIAL
LEGAL ASSISTANCE SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 677386 4656A

AUTHORIZATION :

Patricia P...

COST LIMIT : 987.50

ORDER DATE : September 11, 1995

ORDER TIME : 9:45 AM

ORDER NO. : 677386

CUSTOMER NO: 4656A

CUSTOMER: Sheryl Cohen, Legal Assistant
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

700001581337

DOMESTIC AMENDMENT FILING

NAME: QPD WEIGHT LOSS CENTERS, INC.

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 SEP 11 PM 12:07

95 SEP 11 AM 10:55

9/11
Jan
name
change
C.C.

P95000066055

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 0771
904 222 0700 FAX

800-342-8086



96 APR 25 11:12 15

DIVISION OF CORPORATIONS

ACCOUNT NO. : 072100000032

REFERENCE : 931288 4303929

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$35.00

ORDER DATE : April 25, 1996

ORDER TIME : 11:07 AM

ORDER NO. : 931288

500001794905

CUSTOMER NO: 4303929

CUSTOMER: David E. Wells, Esq
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: QPQ MEDICAL WEIGHT LOSS
CENTERS, INC.

FILED
96 APR 25 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SH 4/25
NC

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
QPQ MEDICAL WEIGHT LOSS CENTERS, INC.**

FILED
96 APR 25 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **QPQ MEDICAL WEIGHT LOSS CENTERS, INC.** (the "Corporation"), Charter #P95000066055, filed on August 25, 1995 and amended on September 11, 1996.

2. The following Amendment to the Articles of Incorporation was adopted by the sole Director of the Corporation on April 24, 1996 and by the sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, on April 24, 1996 in the manner prescribed by Section 607.1003 of the Act:

RESOLVED, that Article I of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE I

The name of the Corporation is **QPQ MEDICAL CENTERS, INC.** (the "Corporation").

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the President of the Corporation, has executed these Articles of Amendment to the Articles of Incorporation of QPQ Medical Weight Loss Centers, Inc. this 24th day of April 1996.

**QPQ MEDICAL WEIGHT LOSS
CENTERS, INC.**, a Florida corporation



Mitchell Rubinson, President