

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 9071
904 222 0101 FAX

800-342-8086



ACCOUNT NO : 7100000032

REFERENCE : 669139 4656A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyzdek

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.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX 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</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>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.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Mitchell Rubenstein
1000 Lincoln Road, Suite 206
Miami Beach, Florida 33139

ARTICLE VII

The name of the incorporator is David E. Wells, and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 24th day of August, 1995.

Dan E. Wells

David E. Wells, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of QPQ WEIGHT LOSS CENTERS, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

Registered Agent

Dated: August 25, 1995

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0110 FAX

800-142-8086



P95000066055

ACCOUNT NO. : 072100000032

REFERENCE : 677386 4656A

AUTHORIZATION :

Patricia T. Pitt

COST LIMIT : 0.87.50

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.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

RECEIVED
SEP 11 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/11
Jan
name
chang
C.C.

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

95 SEP 11 PM 12:07
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 WEIGHT LOSS CENTERS, INC.** (the "Corporation"), Charter #P95000066055, filed on August 25, 1995.

2. The following Amendment to the Articles of Incorporation was adopted by the sole Director of the Corporation on August 30, 1995 and by the sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, on August 30, 1995 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:

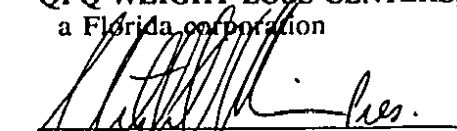
ARTICLE I

The name of the Corporation is **QPQ MEDICAL WEIGHT LOSS 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 Articles of Incorporation of QPQ Weight Loss Centers, Inc. this 8th day of September, 1995.

QPQ WEIGHT LOSS CENTERS, INC.,
a Florida corporation



Mitchell Robinson, President

P95000066055

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 0071
904 222 0000 FAX

800-342-8086



96 APR 25 11:12:15

DIVISION OF REGISTRATION

ACCOUNT NO. : 072100000032

REFERENCE : 931288 4303929

AUTHORIZATION : *Patricia Pizutto*

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.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS: _____

FILED
96 APR 25 PM 1:52
SECRET
TALLAHASSEE, FLORIDA
SH 4/25
NC

**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:

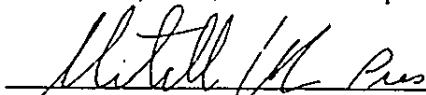
ARTICLE I

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 Robinson, President