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LAW OFFICES
OF
MORRIS & GREEN
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MORTON J. MORRIS
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September 5, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re.: South Florida Weight and Wellness Center, Inc.
Our File No.: 89-153R.013

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of Articles of Incorporation of South Florida Weight and Wellness Center, Inc., together with our check in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50) constituting the filing fee. I would appreciate it if you would process this document and forward the stamped copy to the undersigned in the pre-stamped envelope which we have provided for your convenience.

Should you have any questions regarding same, please do not hesitate to contact this office.

Very truly yours,

MORTON J. MORRIS
MJM:dft:jr

enclosures: Articles of Incorporation
Check in the amount of \$122.50
Pre-stamped envelope

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA WEIGHT AND WELLNESS CENTER, INC.

FILED
JAN 11 1963
CLERK OF COURT
MIAMI, FLA.

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being natural persons, do hereby act as Incorporators in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of this corporation is South Florida Weight and Wellness Center, Inc. The street address of the initial principle office of this corporation is 2627 N.E. 203rd Street, Suite 213, Miami, Florida 33108.

ARTICLE II - PURPOSE OF CORPORATION

The general purposes for which the corporation is organized are:

- 1) To engage in the business of providing services to the public relative to weight management and general health and wellness.
- 2) To transact any other business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is one hundred (100), all of which shall be common shares. Such shares shall have a par value of \$1.00.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the corporation's registered office is 2627 N.E. 203rd Street, Suite 215, Miami, Florida 33180. The initial registered agent for the corporation at that address is Richard M. Rosen, D.O.

ARTICLE V - INCORPORATORS

The name and address of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD M. ROSEN, D.O.	2627 N.E. 203rd Street, Suite 215 Miami, Florida 33180
MICHELLE E. ROSEN	2627 N.E. 203rd Street, Suite 215 Miami, Florida 33180

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD M. ROSEN, D.O.	2627 N.E. 203rd Street, Suite 215 Miami, Florida 33180
MICHELLE E. ROSEN	2627 N.E. 203rd Street, Suite 215 Miami, Florida 33180

ARTICLE VII - OFFICERS

The initial Officers of this Corporation shall be MICHELLE E. ROSEN, President, and RICHARD M. ROSEN, D.O., Vice-President.

ARTICLE VIII - BY-LAWS

This corporation's stockholders are specifically authorized to adopt by-laws, which may be repealed or amended, and new by-laws may be adopted, by either the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any by-laws adopted by the stockholders, if the stockholders specifically provide that such by-laws are not subject to amendment or repeal by the directors.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 5 day of September, 1995.

Richard M. Rosen, D.O.
RICHARD M. ROSEN, D.O.

Dated: 9-5-95

Michelle E. Rosen
MICHELLE E. ROSEN

Dated: Sept 5, 1995

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for South Florida Weight and Wellness Center, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligation of that position pursuant to FLA. STAT. § 607.0501(3).

Richard M. Rosen, D.O.
RICHARD M. ROSEN, D.O.

Dated: 9-5-95

153RART2, INC