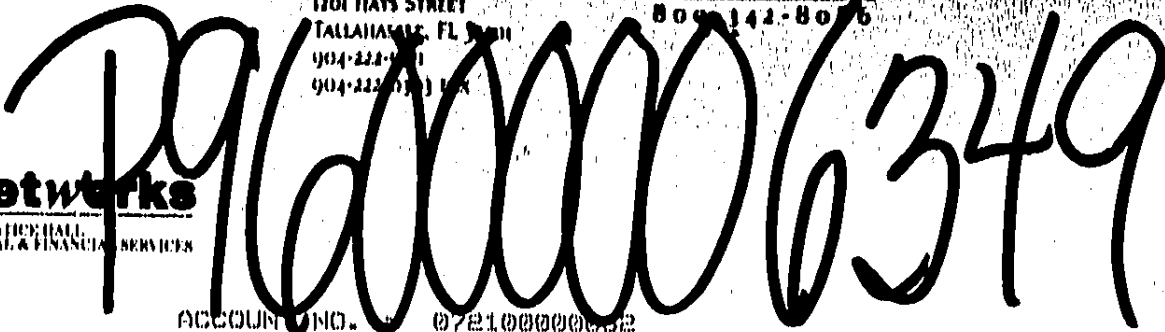


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REFERENCE # A03704 843960

COST LIMIT \$ ~~100,000~~

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Ms. Della M. Mello
KENNETH D. STERN, ESQ
Suite 203
7000 W. Palmetto Park Road
Boca Raton, FL 33433

NAME: BOCA MEDICAL WEIGHT LOSS
GROUP, P.A.

FILED
96 JAN 19 AM 11: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN JAN 22 1996

FILED
96 JAN 19 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BOCA MEDICAL WEIGHT LOSS GROUP, P.A.

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BOCA MEDICAL WEIGHT LOSS GROUP, P.A.

The address of the principal office of this corporation shall be 801 Meadows Road, Suite 114, Boca Raton, Florida 33486, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in every aspect of the business of rendering the same professional services to the public that a Medical Doctor, duly licensed under the laws of the State of Florida, is authorized to render. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 801 Meadows Road, Suite 114, Boca Raton, Florida 33486, and the name of the initial registered agent of the corporation at that address is Marc. H. Sencer.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Marc H. Sencer
Dir./Pres.

801 Meadows Road, Suite 114
Boca Raton, Florida 33486

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR


The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 19, 1996.

CORPORATION SERVICE COMPANY

By:


Its Agent, Laura R. (Dunlap)

GLS/dks

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

96 JAN 19 AM 11:27
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

BOCA MEDICAL WEIGHT LOSS GROUP, P.A.

2. The name and address of the registered agent and office is:

Marc H. Sencer
801 Meadows Road, Suite 114
Boca Raton, Florida 33486

Date

1/16/96

Signature of Incorporator



Marc H. Sencer
801 Meadows Road, Suite 114
Boca Raton, Florida 33486

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature of Registered Agent

Date

1/16/96



Marc H. Sencer
801 Meadows Road, Suite 114
Boca Raton, Florida 33486