

Morgan, Olsen & Olsen  
ATTORNEYS AT LAW

Walter L. Morgan  
Gregory G. Olson  
Mark C. Olson  
Gary J. Olson  
Elizabeth E. Olson

315 NE. Third Avenue • Suite 200  
Fort Lauderdale, FL 33301  
(305) 524-3111  
FAX (305) 463-3570

Mail to: P.O. Box 1448  
Ft. Lauderdale, FL 33302-1448

P96000078719

March 26, 1996

Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Filing Articles of Incorporation  
BILL THE WEIGHT LOSS MAN, INC.

600001759546  
-03/27/96--01058--008  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed please find the original and (1) one copy of the Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50, which represents \$70.00 filing fee, \$52.50 for certified copy.

After the Articles of Incorporation have been filed, please return the Certified copy to my attention at the address on the letterhead.

Sincerely,

*Diane V. Hallaran*

Diane V. Hallaran  
Secretary to Walter L. Morgan

/dvh  
Enc.

APR 2 1996

FILED  
95 MAR 27 PM 5:08  
TALLAHASSEE, FLORIDA

FILED

96 MAR 27 PM 5:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

BILL THE WEIGHT LOSS MAN, INC.

ARTICLE I: NAME

The name of this corporation is BILL THE WEIGHT LOSS MAN, INC. and the address of this corporation is 725 North Rio Vista Boulevard, Fort Lauderdale, Florida 33301.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

#### ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

#### ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 725 North Rio Vista Boulevard, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this corporation is William Poulson.

#### ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or

diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

William Poulson  
725 North Rio Vista Boulevard  
Fort Lauderdale, Florida 33301

#### ARTICLE VIII: INCORPORATOR

The name and address of the person signing these Articles is:

William Poulson  
725 North Rio Vista Boulevard  
Fort Lauderdale, Florida 33301

#### ARTICLE IX: INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has

executed those Articles of Incorporation this 25th day of March, 1996.

  
WILLIAM POULSON

STATE OF FLORIDA       )  
COUNTY OF BROWARD    )

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared William Poulson, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of March, 1996.

  
Notary Public  
My Commission Expires:



Janet S. Rice  
MY COMMISSION # CC502706 EXPIRES  
November 21, 1999  
BONDED THRU TRIZ FARM INSURANCE, INC.

#### REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST: THAT BILL THE WEIGHT LOSS MAN, INC. desiring to organize or qualify under the laws of the State of Florida, with

its principal place of business in the City of Fort Laudordalo,  
State of Florida, has named William Poulson as its agent to  
accept service of process within the State of Florida.

  
WILLIAM POULSON  
Title: Incorporator and Director

Date: March 25, 1996

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.

  
WILLIAM POULSON, Registered Agent

Dated: March 25, 1996

FILED  
96 MAR 27 PM 5:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA