

TRANSMITTAL LETTER

P96000055818

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

201000011875 201000011875  
00000000000000000000000000000000  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: GIFT PLUS <sup>of Orlando, Inc.</sup> ~~INC~~  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00 ☐ \$78.75 ☒ \$122.50 ☐ \$131.25

FROM:  
GIFT PLUS, INC  
8445 S. INTERNATIONAL DR. #101  
ORLANDO, FL 32819  
(407) 345-8445

FILED  
96 JUL -1 AM 10:27  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

PMC  
6/1/96

~~96-12199~~

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**

***The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.***

**ARTICLE NAME**

**The name of the corporation shall be:**

GIFT PLUS, INC

## **ARTICLE II. PRINCIPAL OFFICE**

**The principal place of business and mailing address of this corporation shall be:**

8445 S. INTERNATIONAL DR #101  
ORLANDO, FL 32819

## ARTICLE III. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 SHARES

1000 SHARES

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

**The name and address of the initial registered agent is:**

MOHAMMAD ASHOUR  
8424 SAND LK - SHORES CT.  
ORLANDO, FL 32836



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

June 7, 1996

**GIFT PLUS**  
**8445 S INTERNATIONAL DR. #101**  
**ORLANDO, FL 32819**

**SUBJECT: GIFT PLUS, INC.**  
**Ref. Number: W96000012199**

We have received your document for GIFT PLUS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

**You must provide a document print on one side of the page.**

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

**Doris McDuffie**  
**Corporate Specialist Supervisor**

**Letter Number: 296A00028626**

**- ARTICLES OF INCORPORATION**

**FILED**

96 JUL -1 AM 10:27

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I NAME**

The name of the corporation shall be:

GIFT PLUS OF ORLANDO, INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

7332 INTERNATIONAL DR.  
ORLANDO, FL 32819

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 (ONE THOUSAND)

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

MOHAMMAD ASHOUR  
7332 INTERNATIONAL DR.  
ORLANDO, FL 32819

**ARTICLE V INCORPORATOR(S)**

See instructions for officers/directors


The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

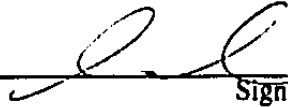
- 1) MOHAMMAD ASHOUR  
8424 SAND LAKE SHORES CT.  
ORLANDO, FL 32836
- 2) AILMAN AKILEH  
10197 BRANDON CIRCLE  
ORLANDO, FL 32836

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

1st day of June, 1996.

(An additional article must be added if an effective date is requested.)

  
\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**Notarization is not required**

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: GIFT PLUS of ORLANDO, Inc.

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

MOHAMMAD ASHOUR  
(NAME)

7332 INTERNATIONAL DR.  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

ORLANDO, FL 32819  
(CITY/STATE/ZIP)

**FILED**  
96 JUL -1 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

6/1/96  
(DATE)

**P96 Q8-1158/8**  
**Medical Weight**

**M A N A G E M E N T**

Albert Menduni, M.D.  
Internal Medicine

Rick Dannon, M.D.  
Internal Medicine

Lynda A. Brogdon, Ph.D.  
Psychologist  
FL LIC. PY 0004363

100002002071--0  
-02/11/97--01006--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

February 7, 1997

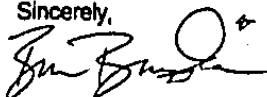
Secretary of State  
Division of Corporations  
Attn: Amendment Section  
P. O. Box 6327  
Tallahassee, FL 32314

To Whom it May Concern:

Attached, please find our Articles of Amendment to our Articles of Incorporation, for Nu-Way Medical Weight Management, P.A. We have also enclosed a check for the quoted amount. Upon filing our documents, please return confirmation to:

Nu-Way Medical Weight Management, P.A.  
2300 Killearn Center Boulevard  
Tallahassee, FL 32308  
(904) 894-9797

Sincerely,



Benjamin C. Brogdon

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 10 PM 4:17

*Amend NC*

BB/eh

FILED FEB 11 1997

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 10 PM 4:17

NU-WAY U.S.A., P.A.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE I (AMENDED)

NAME AND PRINCIPLE OFFICE

THE NAME OF THIS CORPORATION SHALL BE CHANGED TO  
NU-WAY MEDICAL WEIGHT MANAGEMENT, P.A.

THE PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS  
OF THIS CORPORATION IS 2300 KILLEARN CENTER BOULEVARD,  
TALLAHASSEE, FLORIDA 32308.

ARTICLE VII (AMENDED)

ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

THE STREET ADDRESS OF THE REGISTERED OFFICE OF  
THE CORPORATION IN THE STATE OF FLORIDA SHALL  
BE CHANGED TO 2300 KILLEARN CENTER BOULEVARD,  
TALLAHASSEE, FLORIDA 32308. THE NAME OF THE  
REGISTERED AGENT OF THE CORPORATION AT THE ABOVE  
ADDRESS SHALL BE CHANGED TO BENJAMIN C. BROGDON.

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME CHANGE  
THE REGISTERED OFFICE TO ANY OTHER ADDRESS IN THE  
STATE OF FLORIDA OR CHANGE THE REGISTERED AGENT.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:



THIRD: The date of each amendment's adoption: JANUARY 27, 1997.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_,"  
voting group

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 27 day of JAN, 19 97.

Signature

Ben C Brogdon Priest

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

BENJAMIN C. BROGDON

Typed or printed name

PRESIDENT / Director

Title

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: NU-WAY U.S.A., P.A.

2. The mailing address of the corporation is: 2300 KILLEARN CENTER BOULEVARD  
TALLAHASSEE, FL 32308

3. Date of incorporation/qualification: JANUARY 19, 1996 Document number: P96000005818

4. The name and address of the current registered agent and office:

ROBERT A. PIERCE  
227 SOUTH CALHOUN STREET  
TALLAHASSEE, FL 32301

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

BENJAMIN C. BROGDON  
2300 KILLEARN CENTER BOULEVARD  
TALLAHASSEE, FL 32308

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Benjamin C. Brogdon  
(Signature of an officer, chairman or vice chairman of the board)

1/27/97  
(Date)

Benjamin C. Brogdon  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Benjamin C. Brogdon  
(Signature of Registered Agent)

1/27/97  
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)