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BERGER & DAVIS, P.A.
ATTORNEYS AT LAW

July 1, 1996

VIA OVERNIGHT DELIVERY

Ms. Elizabeth Moss
Berger & Davis, P.A.
215 S. Monroe Street, #804
Tallahassee, Florida 32301

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-07/02/96--01028--020
*****70.00 *****70.00

Re: Doctor's Choice Medical Weight Loss Center, Inc.
Our File No. 4029.003

Dear Elizabeth:

Enclosed are duplicate originals of the Articles of Incorporation for the above-referenced proposed corporation. Please file same upon receipt and return a "filed" stamped copy to me via overnight delivery.

Thank you for your assistance.

Sincerely,

BERGER & DAVIS, P.A.

Robin L. Goldston
Robin L. Goldston
Legal Assistant

Encs.

cc: Norville C. Atherley, M.D.
Lawrence C. Callaway, III, Esq.

RECEIVED
96 JUL -2 PM 9:49 96 JUL -2 PM 10:52
DIVISION OF CORPORATION
FILED
When Ready
8/1/96

ARTICLES OF INCORPORATION
OF
DOCTOR'S CHOICE MEDICAL WEIGHT LOSS CENTER, INC.
A FLORIDA CORPORATION

FILED
96 JUL -2 AM 10:52
STATE
FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Doctor's Choice Medical Weight Loss Center, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

11235 N.W. 53rd Court
Coral Springs, Florida 33076

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 11235 N.W. 53rd Court, Coral Springs, Florida, 33076, and the name of the initial Registered Agent of the Corporation at that address is Norville C. Atherley, M.D.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
NORVILLE C. ATHERLEY, M.D.	11235 N.W. 53rd Court Coral Springs, FL 33076

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

Name
NORVILLE C. ATHERLEY, M.D.

Address
11235 N.W. 53rd Court
Coral Springs, FL 33076

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of June, 1996.

Norville C. Atherley
NORVILLE C. ATHERLEY, M.D.
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Sworn to and subscribed before me this 27th day of June, 1996, by NORVILLE C. ATHERLEY, M.D.

(☒) Personally known to me; or

() Produced Identification; Type of Identification produced _____.

NOTARY PUBLIC:



FRANK G HINKSON
My Commission CC359055
Expires Mar. 24, 1998
Bonded by ANB
800-852-5878

Sign: Frank G. Hinkson
Print Name: FRANK G. HINKSON
Commission No.: CC 359055
My Commission Expires: MARCH 24, 1998

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I heraby accept the appointment as the initial Registered Agent of DOCTOR'S CHOICE MEDICAL WEIGHT LOSS CENTER, INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of DOCTOR'S CHOICE MEDICAL WEIGHT LOSS CENTER, INC.

Date: 6/27/96
Norville C. Atherley N.A.

Norville C. Atherley
NORVILLE C. ATHERLEY, M.D.
Initial Registered Agent

FILED
96 JUL -2 PM 10:52
CLERK OF COURT
STATE OF TEXAS
COUNTY OF DALLAS