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July 2, 1996

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

Re: Don't Weight Franchising Corp.

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-07/05/96--01048--011
****122.50 ****122.50

Ladies/Gentlemen:

Enclosed please find an original and a duplicate of the Articles of Incorporation and Designation of Registered Agent form regarding the above referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, enclosed please find a check in the amount of \$122.50 representing the following fees:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

If you have any questions, please do not hesitate to contact me.

Sincerely,

Marilyn Schappert, CLA

Marilyn Schappert, CLA
Certified Legal Assistant

Enclosures

cc: Keith J. Kanouse, Esquire
Gary Smolinski

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FILED
96 JUL -5 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-9-96
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**ARTICLES OF INCORPORATION
OF
DON'T WEIGHT FRANCHISING CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is Don't Weight Franchising Corp.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

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

7280 W. Palmetto Park Road, Suite 205
Boca Raton, FL 33433

Article V

Capital Stock

This corporation is authorized to issue 1,000 shares of \$1 par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7280 W. Palmetto Park Road, Suite 205, Boca Raton, FL 33433, and the name of the initial registered agent of this corporation at the address is Gary Smolinski.

Article VII

Initial Board of Directors

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished by the Bylaws but will never be less than 1. The name and address of the initial director of this corporation are:

Gary Smolinski 7280 W. Palmetto Park Road, Suite 205, Boca Raton, FL 33433

Karen Smolinski 7280 W. Palmetto Park Road, Suite 205, Boca Raton, FL 33433

Article VIII

Incorporators

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

Karen Smolinski
7280 West Palmetto Park Road, Suite 205
Boca Raton, FL 33433

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850 (1) and (2) of the Florida Statutes], as the same may be amended from time to time, this corporation shall indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in another capacity while holding such office. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this revision.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of July, 1996.

Karen D. Smolinski

Karen Smolinski, Incorporator

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

Pursuant to the provisions of Section 607.0501, of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is Don't Weight Franchising Corp.
2. The name and address of the registered agent and office is:

Gary Smolinski

7280 W. Palmetto Park Road, Suite 205

Boca Raton, FL 33433

SIGNATURE *Robert D. Smolinski*
TITLE Incorporator
DATE July 2, 1996

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

DATE

[Signature]
July 2, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA