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

July 30, 1996

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SUBJECT: WHY WEIGHT?, INC.

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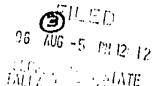
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## ARTICLES OF INCORPORATION OF WHY WEIGHT?, INC. OF SOUTH FLORIDA



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

### WHY WEIGHT?, INC. OF SOUTH FLORIDA

#### ARTICLE II PRINCIPAL OFFICE

The principal piece of business and mailing address of this corporation shall be: 4363 N.W. 6 WAY, SUITE 210
FT. LAUDERDALE, FL 33509

#### ARTICLE III. CAFITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares traving a par value of ONE DOLLAR (1.00) per share.

#### ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are: JOYCE FORD 6363 N.W. 6 WAY, SUITE 210

6363 N.W. 6 WAY, SUITE 210 FT. LAUDERDALE, FL 33309

#### ARTICLE V INCORPORATOR

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

6363 N.W. 6 WAY, SUTTE 210 FT. LAUDERDALE, FL 33309

These Anielm of Leconomion Prepared By: Richard W. Deen, P.A. 6363 N.W. & Way Suim 210 Ft. Landerdale, FL 33309 (954) 776-1001 Florida Bar Number 362263 H9600001050

TĂLL PHESTER, FLORIDA

# ARTICLE VI INITIAL REGESTERED AGENT AND ADDRESS

The name(s) and address of the initial registered agent is: RICHARD DEAN 6363 N.W. 6 WAY, SUITE 210 FT. LAUDERDALE, FL 33309

The undersigned has (have) executed these Articles of Incorporation this date: JULY 22, 1996

NICHARD DEAN, Incorporator

## CERTIFICATE OF DESIGNATION BEGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607,0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florids, submits the following statement in designating the registered office/registered agent, in the state of Florida.

- i. The name of the corporation is: WHY WRIGHT?, INC.
- 2. The name and address of the registered agent and office is: RICHARD DEAN

6363 N.W. 6 WAY, SUITE 210 FT. LAUDERDALE, FL 33309

SIGNATURE

TITLE:

DATE: MARCH 4, 1996

Having been named Registered Agent 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 ugree to comply with the provisions of all statutes relating to the proper and complete performance of my Junies, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent

JULY 22, 1996

Date

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