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S JUL-11-1996 11:15 AM EMPIRE CORPORATE KIT P.01/17

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33136-311-
CONTACT: RAY STORMONT
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(((H96000010503)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WHY WEIGHT?, INC.
FAX AUDIT NUMBER: H96000010503
DATE REQUESTED: 07/30/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 3
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

July 30, 1996

EMPIRE
1492 W FLAGLER
200
MIAMI, FL

SUBJECT: WHY WEIGHT?, INC.
REF: W96000015914

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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.

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Dana Calloway
Document Specialist

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

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 place of business and mailing address of this corporation shall be :
**6363 N.W. 6 WAY, SUITE 210
FT. LAUDERDALE, FL 33309**

ARTICLE III CAPITAL 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 having 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
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, SUITE 210
FT. LAUDERDALE, FL 33309**

These Articles of Incorporation Prepared By:
**Richard W. Dean, P.A.
6363 N.W. 6 Way Suite 210
Ft. Lauderdale, FL 33309
(954) 776-1001
Florida Bar Number 362263**

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ARTICLE VI INITIAL REGISTERED 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

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
The undersigned has (have) executed these Articles of Incorporation this date: **JULY 22, 1996**

RICHARD DEAN, Incorporator
CERTIFICATE OF DESIGNATION
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: **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:

PRESIDENTDATE: **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 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.



Registered Agent

JULY 22, 1996

Date

H96000010503