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Secretary of State
Division of Corporations
The Capital
Tallahassee, Florida 32304

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A
RE: Incorporation Documents for
Apex Medical Weight-Loss Center, Inc.

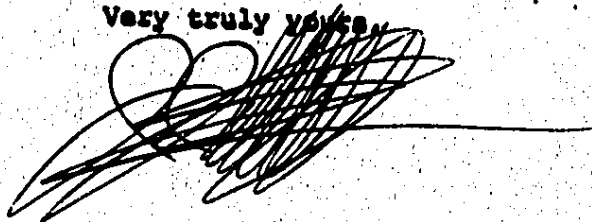
Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Apex Medical Weight-Loss Center, Inc. Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

My check, number 3519, in the amount of 122.50 representing the fee for said filings is enclosed.

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****122.50 ****122.50

Very truly yours,



W 8-13-96

ARTICLES OF INCORPORATION
or
Apex Medical Weight-Loss Center, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon signing of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is

Apex Medical Weight-Loss Center, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State. *Weight-Loss Center*

ARTICLE IV. Capital Stock. This corporation is authorized to issue 100 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is
7445 Prescott Lane, Lake Worth, FL 33467

and the name of the initial registered agent of this corporation at that address is *James J. Woolard*

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation are:

James J. Woolard
7445 Prescott Lane
Lake Worth, FL 33467

ARTICLE IX. Officers. The initial officers of the corporation will be: James J. Woolard, President
Ann Woolard, Vice Presidents

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

James J. Woolard
7445 Prescott Lane
Lake Worth, FL 33467

ARTICLE XI. By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18, day of July, 1996

(SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared _____, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 30th Day of July, 1996.

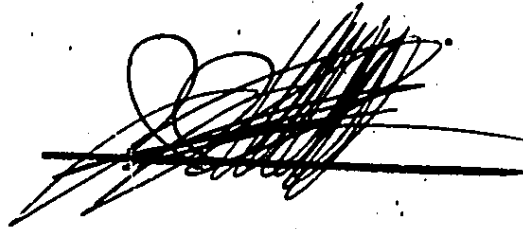


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
State of Florida
Division of Corporation
Department of State
Tallahassee, Florida 32304

I, James J. Woolard, do hereby consent to serve as registered agent for the corporation, Apex Medical Weight-Loss Center, Inc., this 16 day of July, 1996



Address of registered agent:

7445 Prescott Lane
Lake Worth, FL 33467

The principal address & the registered office address are the same