

P96000069/66

LAW OFFICES
ELLIOT F. HOCHMAN
3300 P.G.A. Boulevard, Suite 870
PALM BEACH GARDENS, FLORIDA 33410

Telephone 407 624-4700
Facsimile 407 624-2425

August 13, 1996

Department of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

800001924438
-08/16/96--01062--010
***122.50 ***122.50

Re: Weight Reduction & Nutrition Center of
the Palm Beaches, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of Weight Reduction & Nutrition Center of the Palm Beaches, Inc. together with a check in the amount of \$122.50 to cover the following:

a. Filing Fee	\$ 35.00
b. Registered Agent Fee	35.00
c. Certified Copy	52.50
Total	<u>\$122.50</u>

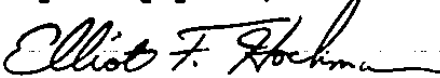
Please file said articles using the date of receipt as the date of commencement of the corporation.

Please return the certified copy to the undersigned at the address listed above.

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

EFH/cl
Enclosures

Very truly yours,


Elliot F. Hochman

FILED
96 AUG 16 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WEIGHT REDUCTION & NUTRITION CENTER
OF THE PALM BEACHES, INC.

FILED
96 AUG 16 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is WEIGHT REDUCTION & NUTRITION CENTER OF THE PALM BEACHES, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 1,000, all of which shall be common shares with par value of \$1.00.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 2141 Alt. A1A South, Suite 130, Jupiter, FL 33477 and the name of the initial registered agent at that address is Kevin Inwood, M.D.. The corporation's principal office mailing address is 2141 Alt. A1A South, Suite 130, Jupiter, Florida 33477.

ARTICLE SEVEN

DIRECTORS

7.01 The initial board of directors of the corporation shall consist of two members.

7.02 The name and address of the first board of directors are:

Name	Address
Kevin D. Inwood M.D.	14466 Cypress Island Circle Palm Beach Gardens, Florida 33418
Joel Levien, M.D.	404 Mainsail Circle Jupiter, Florida 33477

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator is:

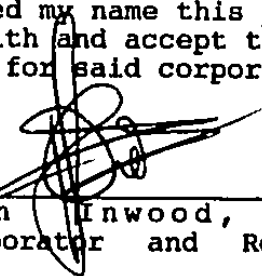
Name	Address
Kevin Inwood, M.D.	14466 Cypress Island Circle Palm Beach Gardens, Florida 33418

ARTICLE NINE

COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 12 day of August, 1996. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Kevin Inwood, M.D.,
Incorporator and Registered
Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12 day of August, 1996, by Kevin Inwood, M.D., who is personally known to me or who has produced a Florida driver's license as identification and who did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of August, 1996.

My Commission Expires:



PAIGE KELLEY
COMMISSION # CC 400026
EXPIRES AUG 3, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Paige Kelley
Notary Public
Name: (printed)

FILED
AUG 16 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA