

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 PHONE: ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Preferred Weight  
Management Fee

	O.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Fila		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Fila		
<input type="checkbox"/> Foreign Corp. Fila		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Fila		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U B.		
<input type="checkbox"/> Fictitious Name Fila		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Restatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Fila		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		
<b>SUBTOTALS</b> _____		

09/27/96 01012-017  
 \*\*\*\*122.50 \*\*\*\*122.50

96 SEP 12 PM 1:38  
 RECEIVED  
 TALLAHASSEE, FLORIDA  
 DEPT. OF REVENUE  
 DIVISION OF CORPORATIONS

FILED  
 96 SEP 12 AM 9:31  
 RECEIVED

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY AKK

WALK-IN Will Pick Up 9/12 1200 TAB 9/12

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
PREFERRED WEIGHT MANAGEMENT, INC.

FILED  
96 SEP 12 PM 1:30  
TALLAHASSEE, FLORIDA  
CLERK OF THE CIRCUIT COURT

We, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be PREFERRED WEIGHT MANAGEMENT, INC, and its business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and its principal place of business shall be 3820 Tampa, Road, Palm Harbor, FL 34684 or such other place as from time to time is designated.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE III - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporations primary business shall be Weight Management Clinics, and every other act or thing incidental or pertaining to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted by law.

ARTICLE IV - STOCK CLAUSE

The aggregate number of share which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS AND RELATED MATTERS

Each holder or shares of this corporation shall have the first right to purchase shares of this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares held at the time bears to the total number of

share outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pays or the shares preemptive within thirty days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue and inviting him to exercise his preemptive rights.

#### ARTICLE VI - OFFICERS AND DIRECTORS

The business and affairs of the corporation shall be conducted and managed by a Board of Directors who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Initial Director: Aron Schlau  
2444 Baywood Dr. W.  
Dunedin, FL 34698

Initial Director: Evangelos Kotzamanis  
126 Nina Way  
Oldsmar, FL 34677

#### ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial Registered Office of this corporation is 36358 U.S. Highway 19 North, Palm Harbor, FL 34684. The name of the initial registered agent of this corporation at that address is JAMES J. SPANOLIOS, ESQ.

#### ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

#### ARTICLE XII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

ARTICLE XIII - INCORPORATORS

The name and address of the Incorporators of this corporation are:

Aron Schlau  
2444 Baywood Dr. W.  
Dunedin, FL 34698

Evangelos Kotzamanis  
126 Nina Way  
Oldsmar, FL 34677

IN WITNESS WHEREOF, I, the undersigned Incorporators, for the purpose of forming a corporation to do business in the State of Florida, under the Laws of the state of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and set my hand and seal this 27 day of Dec., 1996.

  
Aron Schlau

  
Evangelos Kotzamanis

BEFORE ME, the undersigned authority, personally appeared Aron Schlau and Evangelos Kotzamanis, personally known to me or who produced as identification: Fur Dr. Lc., and who did take an oath, after first being duly sworn, deposes and say that the things and matters contained in the Articles of Incorporation are true and correct and that they executed the same for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 27 day of Dec., 1996.



J SPANOLIOS  
My Commission CC548481  
Expires Apr. 22, 2000

  
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THE STATE  
AND NAMING AN AGENT UPON WHOM  
PROCESS MAY BE SERVED

Pursuant to Florida Statute, the following is submitted:

That PREFERRED WEIGHT MANAGEMENT, INC organized under the laws  
of the state of Florida, with its principal place of business being:

3820 Tampa Road  
Palm Harbor, FL 34684

has named as its registered agent to accept process within this State:

James J. Spanolios, Esq.  
36358 U.S. Highway 19 North,  
Palm Harbor, FL 34684

ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated above, I hereby accept appointment in this capacity, and agree to comply with the provisions of State Law relative to keeping open said office.

  
James J. Spanolios, Esq.

BEFORE ME, the undersigned authority, personally appeared, James J. Spanolios, Esq. personally known to me or who produced as identification: FL. Drivers Lic., and who did take an oath, after first being duly sworn, deposes and says that the things and matters contained in the Articles of Incorporation are true and correct and that he executed the same for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 27 day of August, 1996.

  
Notary Public



Karen Cappadona  
MY COMMISSION # CC555353 EXPIRES  
May 16, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
96 SEP 12 PM 38  
TALAHASSEE  
SECRETARY OF STATE