# CAPITAL CONNECTION, INC.

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

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Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Pest Due Amounts Past 30 Days, 16% per Annum.

THANK YOU from Your Capital Connection

# ARTICLES OF INCORPORATION OF PREFERRED WEIGHT MANAGEMENT, INC.

We, the undersigned, hereby make the within Articles, of incorporation for the purpose of becoming incorporated and being a corporation be 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 walved 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

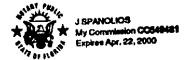
Evangelos Kotzamanis 126 Nina Way Oldsmar, FL 34677

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: For Dr. , 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 1996.



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 with relative to keeping open said office.

James J. Spanolios, Esq.

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

Notary Public

